

Exhibit B

Monthly Statements

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

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IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO FORTY-THIRD MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD OCTOBER 1, 2020 THROUGH OCTOBER 31, 2020**

Name of Applicant:

Proskauer Rose LLP (“Proskauer”)

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Authorized to Provide
Professional Services to:

Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought:

October 1, 2020 through October 31, 2020

Amount of compensation sought
as actual, reasonable and necessary:

\$668,760.60

Amount of expense reimbursement sought
as actual, reasonable and necessary:

\$103,455.57

Total Amount for these Invoices:

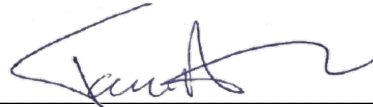
\$772,216.17

This is a: X monthly ___ interim ___ final application.

This is Proskauer's 43rd monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2020.

A handwritten signature in dark ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On December 21, 2020 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period October 2020

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	2.80	\$2,209.20
206	Documents Filed on Behalf of the Board	372.00	\$293,508.00
207	Non-Board Court Filings	9.70	\$7,653.30
210	Analysis and Strategy	314.50	\$248,140.50
212	General Administration	103.60	\$28,032.00
218	Employment and Fee Applications	3.10	\$837.00
Total		805.70	\$580,380.00

ERS – Miscellaneous			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
212	General Administration	1.80	\$486.00
219	Appeal	111.40	\$87,894.60
Total		113.20	\$88,380.60

Summary of Legal Fees for the Period October 2020

ACROSS ALL ERS-RELATED MATTERS

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jeffrey W. Levitan	Partner	BSGR & B	\$789.00	91.70	\$72,351.30
John E. Roberts	Partner	Litigation	\$789.00	13.70	\$10,809.30
Lary Alan Rappaport	Partner	Litigation	\$789.00	0.40	\$315.60
Margaret A. Dale	Partner	Litigation	\$789.00	74.70	\$58,938.30
Mark Harris	Partner	Litigation	\$789.00	15.80	\$12,466.20
Martin J. Bienenstock	Partner	BSGR & B	\$789.00	60.10	\$47,418.90
Michael A. Firestein	Partner	Litigation	\$789.00	0.70	\$552.30
Steven O. Weise	Partner	Corporate	\$789.00	88.70	\$69,984.30
Timothy W. Mungovan	Partner	Litigation	\$789.00	3.50	\$2,761.50
Jennifer L. Roche	Senior Counsel	Litigation	\$789.00	152.70	\$120,480.30
Adam L. Deming	Associate	Litigation	\$789.00	16.00	\$12,624.00
Ariella Muller	Associate	Litigation	\$789.00	35.00	\$27,615.00
John A. Peterson	Associate	Corporate	\$789.00	1.30	\$1,025.70
Joshua A. Esses	Associate	BSGR & B	\$789.00	15.80	\$12,466.20
Mee R. Kim	Associate	Litigation	\$789.00	224.60	\$177,209.40
Michael Wheat	Associate	Litigation	\$789.00	8.30	\$6,548.70
William D. Dalsen	Associate	Litigation	\$789.00	2.10	\$1,656.90
William G. Fassuliotis	Associate	Litigation	\$789.00	4.10	\$3,234.90
Yena Hong	Associate	Litigation	\$789.00	1.20	\$946.80
Yvonne O. Ike	E-Discovery Attorney	Professional Resources	\$390.00	0.50	\$195.00
TOTAL				810.90	\$639,600.60

Summary of Legal Fees for the Period October 2020

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Angelo Monforte	Legal Assistant	Litigation	\$270.00	2.00	\$540.00
Dennis T. Mcpeck	Legal Assistant	Litigation	\$270.00	18.30	\$4,941.00
Eric R. Chernus	Practice Support	Professional Resources	\$270.00	1.10	\$297.00
Joan K. Hoffman	Legal Assistant	Litigation	\$270.00	22.00	\$5,940.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$270.00	10.50	\$2,835.00
Natasha Petrov	Legal Assistant	BSGR & B	\$270.00	3.10	\$837.00
Shealeen E. Schaefer	Legal Assistant	Labor & Employment	\$270.00	51.00	\$13,770.00
TOTAL				108.00	\$29,160.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 918.90	<u>Fees</u> \$668,760.60
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Summary of Disbursements for the period October 2020

ACROSS ALL ERS-RELATED MATTERS

EXPENSE CATEGORY	AMOUNTS
Lexis	\$1,294.00
Messenger/Delivery	\$17.90
Practice Support Vendors	\$6,819.10
Reproduction	\$105.80
Westlaw	\$15,350.00
Transcripts & Depositions	\$79,500.17
Pacer	\$368.60
TOTAL	\$103,455.57

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$601,884.54 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$103,455.57) in the total amount of \$705,340.11.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 13 of 162

Invoice Date
Invoice Number17 Dec 2020
21006469**Task Summary**

Task	Hours	<u>Fees Incurred</u>
202 Legal Research	2.80	2,209.20
206 Documents Filed on Behalf of the Board	372.00	293,508.00
207 Non-Board Court Filings	9.70	7,653.30
210 Analysis and Strategy	314.50	248,140.50
212 General Administration	103.60	28,032.00
218 Employment and Fee Applications	3.10	837.00
Total Fees	805.70	\$ 580,380.00

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice Number17 Dec 2020
21006469

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Legal Research – 202					
12 Oct 2020	Muller, Ariella E.	202	Research cites for brief (1.00); Draft responses and objections to bondholders' statement of facts (0.50).	1.50	1,183.50
12 Oct 2020	Peterson, John A.	202	Legal research regarding abandonment of claims and section 544 regarding creditors standing to assert claims of the debtor.	1.30	1,025.70
Legal Research Sub-Total				2.80	\$2,209.20
Documents Filed on Behalf of the Board – 206					
01 Oct 2020	Levitan, Jeffrey W.	206	Review cases regarding released funds (0.80); E-mail S. Weise regarding released funds (0.30); Review brief to prepare for call with Brattle (0.70); Participate in call with P. Hinton and team regarding summary judgment opposition (1.60).	3.40	2,682.60
01 Oct 2020	Roche, Jennifer L.	206	Draft opposition to lien scope summary judgment motion (1.50); Conference with Brattle regarding lien scope motion issues (1.60); E-mail R. Kim and M. Dale regarding lien scope opposition (0.10).	3.20	2,524.80
01 Oct 2020	Esses, Joshua A.	206	Call with Brattle Group on lien scope summary judgment pleadings (partial).	1.40	1,104.60
01 Oct 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.30); E-mails with Brattle team regarding same (0.20); Videoconference with S. Weise, Proskauer team and Brattle team regarding same (1.60); Draft memorandum regarding same (3.40); E-mails with M. Dale and J. Roche regarding same (0.20).	5.70	4,497.30
02 Oct 2020	Roche, Jennifer L.	206	Draft opposition to lien scope summary judgment motion.	1.50	1,183.50
03 Oct 2020	Roche, Jennifer L.	206	Draft opposition to lien scope summary judgment motion.	4.00	3,156.00

Client Name	FOMB (33260)	Exhibit B Page 15 of 162	Invoice Date	17 Dec 2020
Matter Name	PROMESA TITLE III: ERS (0007)		Invoice Number	21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04 Oct 2020	Roche, Jennifer L.	206	Conference with R. Kim and M. Dale regarding lien scope opposition brief issues (1.20); Analysis regarding chart of issues with defendants' claims to ERS assets (0.30); Draft opposition to lien scope summary judgment motion (4.00).	5.50	4,339.50
05 Oct 2020	Roche, Jennifer L.	206	Conference with R. Kim and M. Dale regarding lien scope opposition issues (0.40); Analysis regarding separate statement of facts in support of summary judgment and potential responses to same (2.00); E-mails with J. Esses regarding separate statement (0.10); Draft opposition to lien scope summary judgment motion (5.00).	7.50	5,917.50
05 Oct 2020	Esses, Joshua A.	206	Review e-mails on lien scope research.	0.10	78.90
06 Oct 2020	Roche, Jennifer L.	206	Analysis regarding defendants' Rule 56 statement of facts (2.20); Conference with R. Kim and M. Dale regarding statement of facts issues and strategy (1.30); E-mails with S. Schaefer regarding chart for Rule 56 response (0.10); E-mail with A. Muller regarding response to statement of facts (0.10); E-mails with R. Kim, M. Dale and J. Esses regarding response to statement of facts (0.10); Draft opposition to lien scope motion for summary judgment (5.20).	9.00	7,101.00
06 Oct 2020	Muller, Ariella E.	206	Draft Section 544 analysis for our opposition brief (2.70).	2.70	2,130.30
07 Oct 2020	Weise, Steven O.	206	Review draft reply brief on tracing issues and lien scope.	1.40	1,104.60
07 Oct 2020	Roche, Jennifer L.	206	Draft opposition to lien scope summary motion (5.80); Conference and e-mails with A. Muller regarding response to statement of facts (0.30); Conference with J. Esses, R. Kim, M. Dale, A. Muller and J. Levitan regarding statement of facts issues and strategy (0.50); E-mails with Y. Hong regarding ERS summary judgment and case background (0.20).	6.80	5,365.20
07 Oct 2020	Esses, Joshua A.	206	Review 56.1 statement (0.50); Call with M. Dale and team regarding 56.1 statement (0.50).	1.00	789.00

Client Name	FOMB (33260)	Exhibit B	Page 16 of 162	Invoice Date	17 Dec 2020
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08 Oct 2020	Levitan, Jeffrey W.	206	E-mails with S. Weise and teleconference with M. Dale regarding summary judgment opposition (0.40); Analysis of draft lien scope opposition (3.80).	4.20	3,313.80
08 Oct 2020	Weise, Steven O.	206	Review draft reply brief on tracing issues and lien scope.	2.20	1,735.80
08 Oct 2020	Roche, Jennifer L.	206	Analyze and respond to defendants Rule 56(b) statement of facts (1.10); Conference with Y. Hong regarding lien scope action (0.30); Review and revise chart analyzing Rule 56(b) issues (0.40); E-mails with R. Kim regarding same (0.10); Conference with M. Pocha, R. Kim and M. Dale regarding Rule 56(b) issues for ERS (0.50); E-mail with M. Dale regarding lien scope opposition brief issues (0.20).	2.60	2,051.40
09 Oct 2020	Levitan, Jeffrey W.	206	E-mails with J. Roche regarding lien scope opposition brief (0.20); Revise outline of opposition (3.90).	4.10	3,234.90
09 Oct 2020	Weise, Steven O.	206	Review draft reply brief on tracing issues and lien scope.	2.30	1,814.70
09 Oct 2020	Roche, Jennifer L.	206	E-mail and conference with R. Kim regarding issue in lien scope opposition brief.	0.30	236.70
10 Oct 2020	Levitan, Jeffrey W.	206	Finalize outline of revised lien scope opposition brief (1.70); E-mail J. Roche regarding opposition brief revisions (0.30); Participate in call with J. Roche and team regarding revisions to opposition brief (1.10); E-mail R. Kim regarding COFINA bonds (0.20).	3.30	2,603.70
10 Oct 2020	Weise, Steven O.	206	Review draft reply brief on tracing issues and lien scope (3.30); Conference with M. Dale and team regarding same (1.10).	4.40	3,471.60
10 Oct 2020	Roche, Jennifer L.	206	Conference with J. Levitan, M. Dale, S. Weise and J. Esses regarding lien scope opposition brief (1.10); Revise draft brief (3.20).	4.30	3,392.70
10 Oct 2020	Esses, Joshua A.	206	Call with M. Dale and team on summary judgment lien scope response (1.10); Draft rule 56.1 responses (2.00).	3.10	2,445.90
11 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	2.70	2,130.30

Client Name	FOMB (33260)	Exhibit B	Page 17 of 162	Invoice Date	17 Dec 2020
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11 Oct 2020	Roche, Jennifer L.	206	Revise draft opposition brief to bondholders lien scope summary judgment motion.	9.30	7,337.70
11 Oct 2020	Esses, Joshua A.	206	Draft section 56.1 responses.	0.80	631.20
12 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	3.20	2,524.80
12 Oct 2020	Esses, Joshua A.	206	Review draft response to bondholders' motion for summary judgment.	1.60	1,262.40
13 Oct 2020	Levitan, Jeffrey W.	206	Review J. Esses comments to lien scope brief, and e-mail J. Roche regarding same (0.40); Edit lien scope brief (4.70).	5.10	4,023.90
13 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	2.30	1,814.70
13 Oct 2020	Roche, Jennifer L.	206	Analyze and revise Rule 56(b) response (3.30); E-mails with R. Kim and M. Dale regarding lien scope motion issues (0.10); E-mails with R. Kim and M. Pocha regarding lien scope motion issues (0.10); Review revised draft of argument on value of assets (0.40).	3.90	3,077.10
14 Oct 2020	Levitan, Jeffrey W.	206	E-mails with J. Roche regarding lien scope summary judgment opposition (0.50); Edit lien scope summary judgment opposition brief (6.80).	7.30	5,759.70
14 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	3.40	2,682.60
14 Oct 2020	Roche, Jennifer L.	206	Conference with M. Dale regarding Rule 56 statement issues and strategy (0.40); Analyze and revise section of Rule 56 statement response (2.70); E-mails with S. Schaefer regarding separate statement (0.10); Analyze revisions to and proposed questions regarding lien scope opposition brief (0.50).	3.70	2,919.30
14 Oct 2020	Esses, Joshua A.	206	Review e-mails on ERS lien scope summary judgment response.	0.10	78.90

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice Number17 Dec 2020
21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15 Oct 2020	Levitan, Jeffrey W.	206	Calculate potential bondholder recoveries (0.30); Edit draft section of brief regarding disputed facts (1.90); Review S. Weise comments to brief (0.40); Prepare list of issues for discussion during team call (0.70); Participate in call with J. Roche and team regarding revisions to lien scope brief (2.40); E-mails J. Roche, R. Kim, teleconference J. Roche regarding lien scope brief (0.50); Review draft retiree committee motion to strike language expert report (0.40); Review draft retiree motion to strike Faith declaration (0.30).	6.90	5,444.10
15 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope (1.30); Conference with M. Dale and team regarding same (2.40).	3.70	2,919.30
15 Oct 2020	Roche, Jennifer L.	206	Conference with J. Levitan, S. Weise, M. Dale, R. Kim, A. Muller and J. Esses regarding lien scope opposition brief (2.40); Conference with J. Levitan regarding same (0.20); Revise brief (5.60).	8.20	6,469.80
15 Oct 2020	Esses, Joshua A.	206	Call (partial) with M. Dale and team on lien scope summary judgment response (2.00); Review lien scope summary judgment response (0.70).	2.70	2,130.30
16 Oct 2020	Levitan, Jeffrey W.	206	Review Hinton report and e-mails with J. Roche regarding same (0.30); E-mails with J. Roche and R. Kim regarding lien scope brief (0.50); Review revised lien scope brief (1.30).	2.10	1,656.90
16 Oct 2020	Roche, Jennifer L.	206	Analysis regarding issues in the lien scope summary judgment and opposition brief (1.10); Revise draft opposition brief (4.20).	5.30	4,181.70
16 Oct 2020	Esses, Joshua A.	206	Review e-mails on ERS lien scope summary judgment response.	0.10	78.90
17 Oct 2020	Levitan, Jeffrey W.	206	Edit lien scope summary judgment opposition brief.	5.80	4,576.20
17 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	3.30	2,603.70
17 Oct 2020	Roche, Jennifer L.	206	E-mails with J. Levitan, M. Dale and R. Kim regarding lien scope opposition brief.	0.30	236.70
17 Oct 2020	Esses, Joshua A.	206	Draft Rule 56 responses.	0.30	236.70

Client Name	FOMB (33260)	Exhibit B Page 19 of 162	Invoice Date	17 Dec 2020
Matter Name	PROMESA TITLE III: ERS (0007)		Invoice Number	21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
17 Oct 2020	Kim, Mee (Rina)	206	E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding summary judgment strategy (0.10); E-mails with M. Dale and Proskauer team regarding same (1.70); Revise memoranda regarding same (4.60); Review materials regarding same (0.60).	7.00	5,523.00
18 Oct 2020	Dale, Margaret A.	206	Review and revise opposition to bondholders motion for summary judgment on lien scope (3.50); E-mails with J. Roche and R. Kim regarding amounts/values claimed by bondholders and follow-up with ERS (0.20).	3.70	2,919.30
18 Oct 2020	Levitan, Jeffrey W.	206	Review team comments to revised lien scope opposition brief (0.70); Edit revised brief (1.40); E-mails J. Roche and R. Kim regarding revised lien scope brief (0.50).	2.60	2,051.40
18 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	3.30	2,603.70
18 Oct 2020	Roche, Jennifer L.	206	Revise opposition to lien scope summary judgment motion (5.00); E-mails with M. Dale and team regarding lien scope issues (0.30).	5.30	4,181.70
18 Oct 2020	Esses, Joshua A.	206	Review lien scope summary judgment response for comprehensiveness.	1.40	1,104.60
18 Oct 2020	Kim, Mee (Rina)	206	E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding summary judgment strategy (0.30); E-mails with M. Dale and Proskauer team regarding same (3.60); E-mails with Brattle team regarding same (0.30); Revise memoranda regarding same (0.70); Review materials regarding same (2.70).	7.60	5,996.40
19 Oct 2020	Dale, Margaret A.	206	Conference with ERS, J. Roche, and R. Kim regarding lien scope issues (0.90); Review and revise draft opposition to bondholders lien scope summary judgment motion (4.10); Communications with J. Levitan, S. Weise, J. Roche and R. Kim related to open issues for opposition brief (0.10); Conference with J. Roche, R. Kim, and A. Muller regarding same (0.40); Review Hinton expert reports related to Investment assets (0.50).	6.00	4,734.00

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice Number17 Dec 2020
21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19 Oct 2020	Levitan, Jeffrey W.	206	Review comments to draft lien scope opposition brief (0.70); Teleconferences with M. Dale, J. Roche regarding lien scope brief and 56(b) statement (0.40); Edit revised lien scope brief (3.60); E-mails with J. Roche regarding revisions to brief (0.50); E-mails with M. Dale, S. Weise regarding revisions to lien scope brief (0.30); Review excerpt from Argiz report, e-mails with M. Dale regarding investments (0.40).	5.90	4,655.10
19 Oct 2020	Weise, Steven O.	206	Review draft brief on ultra vires issues.	1.30	1,025.70
19 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	4.20	3,313.80
19 Oct 2020	Esses, Joshua A.	206	Draft lien scope summary judgment response.	0.40	315.60
20 Oct 2020	Levitan, Jeffrey W.	206	Review revisions and comments to lien scope brief (0.80); Edit revised lien scope brief (2.10); E-mails with J. Roche regarding revisions to lien scope brief and 56(b) statement (0.50); Review response to statement of facts (0.80); Participate in call with M. Dale and team regarding lien scope filings (0.40); E-mail M. Bienenstock regarding lien scope filings (0.30); Review draft ultra vires brief (1.40).	6.30	4,970.70
20 Oct 2020	Weise, Steven O.	206	Review draft brief on ultra vires issues.	1.40	1,104.60
20 Oct 2020	Roche, Jennifer L.	206	Conference with M. Dale and team regarding lien scope brief issues (0.40); Revise lien scope summary judgment opposition brief (0.60); Review and revise draft 56(b) statement of facts (1.80); E-mails with counsel regarding motion to exceed page limits (0.10).	2.90	2,288.10
20 Oct 2020	Esses, Joshua A.	206	Draft opposition to lien scope summary judgment motion.	0.60	473.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
21 Oct 2020	Dale, Margaret A.	206	Review best interest analysis (0.50); Review and revise letter to bondholders related to discovery requests in connection with administrative expense claims (1.20); Review documents from ERS related to investments and AUC (0.50); E-mails with J. Roche and R. Kim regarding documents from ERS related to investments and AUC (0.20).	2.40	1,893.60
21 Oct 2020	Weise, Steven O.	206	Review draft brief on ultra vires issues.	1.70	1,341.30
21 Oct 2020	Roche, Jennifer L.	206	Review and revise proposed responses to Rule 56 statement of facts (5.40); Conference with R. Kim regarding statement of facts (0.50); Analysis regarding brief and required supporting evidence (1.00); E-mail M. Dale regarding same (0.10); E-mail A. Muller regarding draft declaration in support of opposition (0.10); Review and revise draft joint motion regarding page limits (0.30); E-mails with counsel regarding joint motion (0.20); Analysis regarding ERS documents regarding investments (0.60); E-mails with R. Kim and M. Dale regarding arguments in brief on investments issue (0.20); E-mail M. Pocha regarding draft opposition brief (0.10).	8.50	6,706.50
21 Oct 2020	Muller, Ariella E.	206	Draft urgent motion to exceed page limits for opposition briefing (1.40).	1.50	1,183.50
22 Oct 2020	Bienenstock, Martin J.	206	Review and revise portions of opposition brief to ERS bondholders' motion for summary judgment.	6.30	4,970.70
22 Oct 2020	Weise, Steven O.	206	Review draft brief on ultra vires issues.	2.30	1,814.70
22 Oct 2020	Roche, Jennifer L.	206	Revise draft joint motion regarding summary judgment page limits (0.20); E-mails with counsel regarding same (0.20); E-mail A. Muller regarding draft declaration and exhibits for opposition brief (0.20); Conference with R. Kim, A. Muller and M. Dale regarding issues regarding response to statement of facts (0.70); Analyze and revise responses to separate statement (5.80); E-mails with R. Kim regarding separate statement issues (0.40).	7.50	5,917.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
22 Oct 2020	Muller, Ariella E.	206	Call with M. Dale, J. Roche, R. Kim to discuss 56(b) responses (0.70); Revise 56(b) responses to incorporate M. Dale and J. Roche comments (1.90); Draft declaration to support our opposition brief (2.00); Research materials cited in defendants' 56(b) and analyze accuracy (1.00).	5.70	4,497.30
23 Oct 2020	Bienenstock, Martin J.	206	Review and revise portions of opposition brief to ERS bondholders' motion for summary judgment.	6.20	4,891.80
23 Oct 2020	Roche, Jennifer L.	206	Analysis regarding response to defendants' lien scope statement of facts (2.60); Confer with R. Kim regarding same (0.40).	3.00	2,367.00
23 Oct 2020	Esses, Joshua A.	206	Review draft response to lien scope summary judgment motion.	0.10	78.90
23 Oct 2020	Muller, Ariella E.	206	Revise 56(b) responses per R. Kim (2.20).	2.20	1,735.80
24 Oct 2020	Weise, Steven O.	206	Review revised statement of facts regarding tracing issues and lien scope.	1.20	946.80
24 Oct 2020	Roche, Jennifer L.	206	Draft and revise response to Defendants' lien scope statement of facts (7.30); Conference with R. Kim and M. Dale regarding statement of facts issues (0.80); E-mails with same regarding same (0.40).	8.50	6,706.50
25 Oct 2020	Weise, Steven O.	206	Review draft brief on ultra vires issues.	4.30	3,392.70
25 Oct 2020	Weise, Steven O.	206	Review revised statement of facts regarding tracing issues and lien scope.	1.10	867.90
25 Oct 2020	Roche, Jennifer L.	206	Analyze and revise draft response to defendants lien scope statement of facts (2.50); Review and revise draft declaration in support of opposition brief (0.40); E-mails with R. Kim regarding issues on statement of facts response (0.30).	3.20	2,524.80
25 Oct 2020	Muller, Ariella E.	206	Revise J. Roche declaration to accompany ERS opposition brief (0.80).	0.80	631.20
26 Oct 2020	Bienenstock, Martin J.	206	Review, revise, research, and draft portions of opposition brief for summary judgment in connection with ERS bondholders.	7.30	5,759.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
26 Oct 2020	Levitan, Jeffrey W.	206	Review S. Weise comments to ultra vires brief (0.60); Review comments to fact statement (0.20); Teleconference M. Dale, S. Weise regarding ultra vires, lien scope (0.50); Participate in call with committees counsel regarding ultra vires (0.80).	2.10	1,656.90
26 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope (1.20); Conference with M. Dale and J. Levitan regarding same (0.50).	1.70	1,341.30
26 Oct 2020	Weise, Steven O.	206	Review and revise draft brief on ultra vires issues.	2.30	1,814.70
26 Oct 2020	Roche, Jennifer L.	206	Conference with M. Pocha, ERS and R. Kim regarding response to Rule 56(b) statement and declaration (1.20); Conference and e-mails with R. Kim regarding Rule 56b responses (0.50); Conference with M. Dale regarding status of ERS opposition brief and open issues (0.30); Analyze revisions to opposition brief (0.40); Revise draft brief (0.80); E-mails with A. Muller regarding declaration and brief revisions (0.10); Review draft declaration in support of opposition brief (0.10); Analyze and revise response to Rule 56(b) statement (4.60).	8.00	6,312.00
26 Oct 2020	Esses, Joshua A.	206	Review draft response to statement of undisputed facts.	0.30	236.70
26 Oct 2020	Muller, Ariella E.	206	Revise J. Roche declaration to ERS opposition brief to bondholders' motion for summary judgment (0.20); Edit opposition brief (4.10).	4.30	3,392.70
27 Oct 2020	Bienenstock, Martin J.	206	Review, edit, and draft portions of 125-page response to ERS bondholders' statement of undisputed facts.	6.80	5,365.20
27 Oct 2020	Levitan, Jeffrey W.	206	Review comments to lien scope brief (0.70); Edit lien scope summary judgment opposition brief (2.40); Review revised lien scope fact opposition (0.30); Review revised ultra vires brief (0.80); E-mails with L. Rainford, T. Axelrod regarding ultra vires brief (0.20); Review revised evidentiary motions (0.50).	4.90	3,866.10
27 Oct 2020	Weise, Steven O.	206	Review and revise draft brief on ultra vires issues.	1.30	1,025.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
27 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	1.40	1,104.60
27 Oct 2020	Roche, Jennifer L.	206	Conference with R. Kim and M. Dale regarding Rule 56(b) response to lien scope summary judgment (0.80); Analysis regarding proposed edits to Rule 56(b) response (1.00); Review and revise brief opposing summary judgment (1.20); Analyze and revise Rule 56(b) response (4.50).	8.50	6,706.50
27 Oct 2020	Esses, Joshua A.	206	Review draft response to statement of undisputed facts.	0.30	236.70
27 Oct 2020	Muller, Ariella E.	206	Revise J. Roche declaration to ERS opposition to bondholders' motion for summary judgment (0.30).	0.30	236.70
28 Oct 2020	Levitan, Jeffrey W.	206	Review final lien scope summary judgment opposition (1.40); Teleconferences and e-mails with J. Roche and M. Dale regarding lien scope (0.40); Review retiree committee joinder (1.00); Review bondholders lien scope brief (1.20).	3.10	2,445.90
28 Oct 2020	Weise, Steven O.	206	Review revised brief and law regarding tracing issues and lien scope.	1.80	1,420.20
28 Oct 2020	Weise, Steven O.	206	Review revised draft brief on ultra vires issues.	2.30	1,814.70
28 Oct 2020	Roche, Jennifer L.	206	E-mails with M. Pocha and A. Mohan regarding ERS declaration and evidence (0.50); Analysis regarding ERS declaration issues (0.50); E-mails with R. Kim and M. Dale regarding declaration and required revisions to statement of facts response (0.50); Conference with M. Dale and R. Kim regarding Rule 56(b) response issues (0.80); Revise response to Rule 56(b) statement of facts (2.20); Finalize opposition brief and response to Rule 56(b) statement of facts and supporting documents (1.00); Conference with R. Kim and A. Mohan regarding same (0.50); Coordinate filing of opposition to lien scope summary judgment and supporting documents (0.80).	6.80	5,365.20

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28 Oct 2020	Muller, Ariella E.	206	Prepare exhibits to C. Tirado declaration to ERS opposition to bondholders' motion for summary judgment (0.30).	0.30	236.70
29 Oct 2020	Weise, Steven O.	206	Review opposition brief and law regarding tracing issues and lien scope.	1.30	1,025.70
29 Oct 2020	Weise, Steven O.	206	Review opposition brief on ultra vires issues.	0.70	552.30
29 Oct 2020	Esses, Joshua A.	206	Review draft response to statement of undisputed facts.	0.10	78.90
30 Oct 2020	Weise, Steven O.	206	Review opposition brief on ultra vires issues.	0.40	315.60
30 Oct 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope (1.90); Conference with M. Dale and team regarding same (1.40).	3.30	2,603.70
30 Oct 2020	Roche, Jennifer L.	206	Analysis regarding defendants opposition to lien scope summary judgment (1.90); Conference with J. Levitan, S. Weise, R. Kim, M. Dale and J. Esses regarding reply brief analysis and issues (1.40); E-mails with M. Dale regarding reply brief issues (0.10).	3.40	2,682.60
30 Oct 2020	Esses, Joshua A.	206	Call with M. Dale and team on reply in support of motion for summary judgment.	1.40	1,104.60
30 Oct 2020	Muller, Ariella E.	206	Call with M. Dale and team to discuss bondholders' opposition to our motion for summary judgment (1.40).	1.40	1,104.60
31 Oct 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope.	3.70	2,919.30
Documents Filed on Behalf of the Board Sub-Total				372.00	\$293,508.00
Non-Board Court Filings – 207					
05 Oct 2020	Firestein, Michael A.	207	Review USA summary judgment motion on post PROMESA purchases for impact on other adversaries (0.30).	0.30	236.70
05 Oct 2020	Levitan, Jeffrey W.	207	Review bondholders 56.1 statement (0.60); Teleconferences M. Dale, J. Esses regarding liens cope (0.30).	0.90	710.10
16 Oct 2020	Levitan, Jeffrey W.	207	Review bondholders' opposition brief in Court of Claims case (1.30); Review US summary judgment motion in Court of Claims case (0.30).	1.60	1,262.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
28 Oct 2020	Firestein, Michael A.	207	Review expert exclusion motion by retiree committee for impact on other adversaries (0.20).	0.20	157.80
29 Oct 2020	Levitan, Jeffrey W.	207	E-mails with J. Roche regarding lien scope, and review Tirado declaration (0.30); Analyze bondholder lien scope opposition brief and draft list of issues (1.90).	2.20	1,735.80
29 Oct 2020	Rappaport, Lary Alan	207	Review summary judgment oppositions by ERS bondholders, Retirees' Committee, and UCC on ultra vires claim (0.40).	0.40	315.60
29 Oct 2020	Roche, Jennifer L.	207	Analyze bondholders' opposition to lien scope summary judgment motion.	1.50	1,183.50
30 Oct 2020	Levitan, Jeffrey W.	207	Review BNYM response to ultra vires summary judgment notion (0.70); Prepare list of issues for team call (0.50); Participate in call with M. Dale and team regarding lien scope (1.40).	2.60	2,051.40
Non-Board Court Filings Sub-Total				9.70	\$7,653.30
Analysis and Strategy – 210					
01 Oct 2020	Weise, Steven O.	210	Review law regarding brief on tracing issues and lien scope.	1.60	1,262.40
02 Oct 2020	Levitan, Jeffrey W.	210	Review R. Kim analysis of lien scope issues (0.40); Review bondholders brief, Nationwide decision (0.40).	0.80	631.20
02 Oct 2020	Weise, Steven O.	210	Review law regarding brief on tracing issues and lien scope.	3.20	2,524.80
02 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.20); E-mails with Brattle team regarding same (0.10); Draft memorandum regarding same (2.60).	2.90	2,288.10
03 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.20); E-mails with M. Dale and J. Roche regarding same (0.20); Revise memorandum regarding same (6.30); E-mails with Brattle team regarding same (0.20).	6.90	5,444.10

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04 Oct 2020	Dale, Margaret A.	210	Review spreadsheet from R. Kim regarding amounts alleged in bondholder lien scope summary judgment motion (0.40); Conference call with J. Roche and R. Kim to discuss amounts identified in bondholder summary judgment motion and rebuttal of same (1.20).	1.60	1,262.40
04 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.20); Videoconference with M. Dale and J. Roche regarding same (1.20); Revise memorandum regarding same (5.40); Review Rule 56(b) statement regarding same (0.60).	7.40	5,838.60
05 Oct 2020	Dale, Margaret A.	210	Teleconference with J. Levitan regarding status of work on opposition to summary judgment motion (0.20); Conference with J. Roche and R. Kim regarding Rule 56.1 statement (0.40); Review draft outline for response to bondholder 56.1 statement (0.40); Review R. Kim work product related to ERS assets bondholder claim (0.30); E-mail J. Esses regarding Rule 56.1 statement (0.10).	1.40	1,104.60
05 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.20); Videoconference with M. Dale and J. Roche regarding same (0.40); Draft memorandum regarding same (6.40); Review Rule 56(b) statement regarding same (0.30); E-mails with M. Dale and Proskauer team regarding same (0.20); E-mails with M. Dale and Brattle team regarding litigation strategy (0.20).	7.70	6,075.30
06 Oct 2020	Dale, Margaret A.	210	Review bondholders' September 29 letter regarding discovery regarding claims litigation (0.70); Review bondholders' Rule 56(b) statement to prepare for meeting regarding responses to same (1.80); Conference call with J. Roche and R. Kim regarding responses/objections to bondholders' Rule 56(b) statement (1.30); Review proposed form responses to certain 56(b) statements (0.30).	4.10	3,234.90

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06 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.20); Videoconference with M. Dale and J. Roche regarding Rule 56(b) statement responses (1.30); Draft memorandum regarding same (3.40); E-mails with M. Dale and Proskauer team regarding same (0.80); E-mails with Brattle team regarding same (0.30); E-mails with M. Dale, J. Roche and O'Melveny team regarding same (0.30); E-mails with J. Roche regarding same (0.30); E-mails with M. Dale regarding same (0.30).	6.90	5,444.10
07 Oct 2020	Dale, Margaret A.	210	Review notes from W. Dalsen regarding bondholders September 29 letter regarding discovery on claims (0.40); E-mails with W. Dalsen regarding response to bondholders request for discovery on claims (0.20); Conference call with J. Levitan, J. Roche, R. Kim and J. Esses regarding Rule 56(b) statement and responses/objections thereto (0.50); Review form objections for use in response to Rule 56(b) statement (0.60).	1.70	1,341.30
07 Oct 2020	Levitan, Jeffrey W.	210	Study analysis of facts alleged by bondholders (0.80); Review correspondence with AAFAF regarding PayGo and e-mails J. Roche regarding lien scope (0.30); Participate in call with M. Dale an team regarding 56 (d) statement (0.50); Review draft of lien scope opposition brief (1.10).	2.70	2,130.30
07 Oct 2020	Dalsen, William D.	210	Review discovery correspondence from ERS bondholders relating to discovery in claims and administrative expense proceedings (0.50); Correspondence with M. Dale regarding response to ERS bondholders' discovery correspondence (0.30); Correspondence with M. Dale regarding claims and administrative expense discovery (0.30).	1.10	867.90
07 Oct 2020	Hong, Yena	210	Reviewing background material in preparation for assignment.	0.90	710.10

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07 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, J. Roche and O'Melveny team regarding summary judgment strategy (0.20); Videoconference with M. Dale and Proskauer team regarding Rule 56(b) statement responses (0.50); E-mails with M. Dale and Proskauer team regarding same (0.30); Draft memorandum regarding same (2.70).	3.70	2,919.30
07 Oct 2020	Muller, Ariella E.	210	Review defendants' statement of facts (1.00); Call with J. Roche regarding assignment analyzing defendants' statement of facts (0.20); Call with M. Dale and team to discuss Rule 56(b) submission (0.50); Draft chart presenting our response to defendants' statement of facts (8.30).	10.00	7,890.00
08 Oct 2020	Dale, Margaret A.	210	Conference call with M. Pocha and A. Mohan of O'Melveny, J. Roche and R. Kim regarding responses to Rule 56(b) statement (0.50); Review tracker relating to responses/objections to Rule 56(b) statement (0.40); E-mails with J. Roche and R. Kim regarding tracker (0.20); Teleconference with J. Levitan regarding structure of the brief in opposition to lien scope summary judgment motion (0.20); E-mails with J. Roche regarding structure of opposition brief (0.20).	1.50	1,183.50
08 Oct 2020	Dalsen, William D.	210	Correspondence with S. Schafer and A. Muller regarding claims and administrative expense discovery (0.10).	0.10	78.90
08 Oct 2020	Hong, Yena	210	Call with J. Roche regarding statement of undisputed facts.	0.30	236.70
08 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.70); Videoconference with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.50); E-mails with M. Dale and Proskauer team regarding same (0.10); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.10); Revise memorandum regarding same (4.30); E-mails with M. Dale regarding Brattle team work (0.30); E-mails with M. Dale and Brattle team regarding same (0.20).	6.20	4,891.80

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09 Oct 2020	Dale, Margaret A.	210	E-mails with J. Roche and R. Kim regarding Moratorium Act issues (0.30).	0.30	236.70
09 Oct 2020	Dalsen, William D.	210	Call with S. Schaefer and A. Muller regarding claims and administrative expense discovery projects (0.40).	0.40	315.60
09 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.50); E-mails with M. Dale and J. Roche regarding same (0.30); Teleconference with J. Roche regarding same (0.10); E-mails with M. Dale regarding same (0.10); E-mails with A. Mohan regarding same (0.20); Revise memorandum regarding same (6.30).	7.50	5,917.50
09 Oct 2020	Muller, Ariella E.	210	Call with W. Dalsen and S. Schaefer to discuss administrative expense claims discovery (0.40).	0.40	315.60
10 Oct 2020	Dale, Margaret A.	210	E-mails with J. Levitan, R. Kim and J. Roche regarding certain arguments for opposition to bondholders' summary judgment motion (0.20); Review J. Levitan proposed structure for opposition brief (0.20); Conference call with J. Levitan, S. Weise, J. Roche, and J. Esses regarding opposition to bondholders' summary judgment motion (1.10).	1.50	1,183.50
10 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.90); E-mails with M. Dale and J. Roche regarding same (0.30); Revise memorandum regarding same (5.10); E-mail with Brattle team regarding same (0.50).	6.80	5,365.20
11 Oct 2020	Dale, Margaret A.	210	Review and revise draft from R. Kim related to disputes concerning amounts claimed by bondholders in summary judgment motion (2.50).	2.50	1,972.50
11 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.50); E-mails with M. Dale and J. Roche regarding same (0.20); E-mail with Brattle team regarding same (0.10).	0.80	631.20

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12 Oct 2020	Dale, Margaret A.	210	Review R. Kim e-mail regarding restructured section of opposition brief concerning asset values (0.30); Conference call with J. Roche and R. Kim regarding summary judgment opposition (0.40); Revise draft opposition to bondholders' motion for partial summary judgment (1.40); Review Court of Federal Claims docket and recent submissions in ERS v. US case (0.80).	2.90	2,288.10
12 Oct 2020	Levitan, Jeffrey W.	210	Review bondholder response regarding Court of Claims action and e-mail M. Dale regarding same (0.50); Analyze draft of lien scope brief outline revisions (3.60); Review chart of Rule 56(e) response (0.30).	4.40	3,471.60
12 Oct 2020	Roche, Jennifer L.	210	Conference with M. Dale and litigation team regarding case status and strategy.	0.40	315.60
12 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.40); E-mails with M. Dale and J. Roche regarding same (0.50); E-mail with Brattle team regarding same (0.20); Video conference with M. Dale, J. Roche, and A. Muller regarding same (0.40); E-mails with A. Mohan regarding same (0.20); Revise memorandum regarding same (3.30).	5.00	3,945.00
13 Oct 2020	Dale, Margaret A.	210	Review and revise section of summary judgment opposition brief dealing with bondholders claimed amounts of alleged pledged property (2.50); Conference call with M. Pocha, A. Mohan, and A. Mueller regarding bondholders September 29 letter regarding discovery issues related to claims (0.70); Review draft responses to allegations in Rule 56(b) statement (1.50); E-mails with M. Pocha and R. Kim related to opposition to bondholder summary judgment motion (0.20).	4.90	3,866.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
13 Oct 2020	Dalsen, William D.	210	Review correspondence from S. Schaefer regarding status of document review for claims and administrative expense discovery (0.40); Correspondence with M. Dale regarding status of document review for claims and administrative expense discovery (0.10).	0.50	394.50
13 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.20); E-mails with M. Dale and J. Roche regarding same (0.50); Revise memorandum regarding same (5.60); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.50).	6.80	5,365.20
13 Oct 2020	Muller, Ariella E.	210	Attend call with M. Pocha and M. Dale regarding discovery issues (0.70).	0.70	552.30
14 Oct 2020	Dale, Margaret A.	210	Confer with J. Roche regarding responses/objections to bondholder 56(b) statement (0.40); Review additional 50 statements in bondholders 56(b) statement (1.50).	1.90	1,499.10
14 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.90); E-mails with M. Dale and J. Roche regarding same (0.10); Review materials regarding same (3.70).	4.70	3,708.30
15 Oct 2020	Dale, Margaret A.	210	Review J. Levitan and S. Weise comments to opposition to bondholder partial summary judgment motion on lien scope (1.00); Review J. Levitan comments to draft section regarding disputed fact issues (0.50); Conference call with J. Roche and litigation and restructuring team to review drafts of lien scope opposition briefs (2.40); Review P. Hinton reports regarding asset classes for use in opposition to bondholders summary judgment motion (1.20).	5.10	4,023.90

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.70); E-mails with J. Roche regarding same (0.10); Review materials regarding same (4.10); Video conference with M. Dale, J. Levitan, S. Weise and Proskauer team regarding same (2.40).	7.30	5,759.70
15 Oct 2020	Muller, Ariella E.	210	Call with M. Dale and ERS team to discuss draft lien scope opposition brief.	2.40	1,893.60
16 Oct 2020	Dale, Margaret A.	210	Communicate with J. Levitan and J. Roche regarding January stipulation (0.30).	0.30	236.70
16 Oct 2020	Weise, Steven O.	210	Review ultra vires issues.	0.30	236.70
16 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (1.50); E-mails with J. Roche regarding same (1.00); Revise memorandum regarding same (3.10); E-mails with M. Dale and Brattle team regarding same (0.10); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.40); Review materials regarding same (0.60).	6.70	5,286.30
16 Oct 2020	Muller, Ariella E.	210	Draft e-mail memorandum to J. Roche regarding First Circuit precedent on expert methodologies in connection with summary judgement strategy (0.40).	0.40	315.60
17 Oct 2020	Dale, Margaret A.	210	Review J. Levitan comments on opposition to bondholders motion for summary judgment (0.80); Review and revise section of opposition to bondholder motion for summary judgment related to amounts/values claimed by bondholders (1.00); Review and revise additional sections of opposition to bondholder motion for summary judgment (1.40); E-mails with J. Levitan, S. Weise, J. Roche, and R. Kim regarding work on opposition to bondholders motion for summary judgment (0.50).	3.70	2,919.30

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19 Oct 2020	Roche, Jennifer L.	210	Conference with ERS and M. Pocha and R. Kim regarding lien scope issues (0.90); Follow-up conference with R. Kim regarding ERS documents and lien scope issues (0.40); Analyze and draft responses to Rule 56(b) statement of facts (5.10); E-mails with M. Dale and team regarding lien scope issues for summary judgment brief (0.50); E-mails with J. Esses regarding Rule 56(b) issues (0.20); Conference with M. Dale, R. Kim, and A. Muller regarding case status and strategy (0.40); Conferences with J. Levitan regarding lien scope opposition brief (0.20); Conference with M. Dale regarding same (0.10); Revise draft lien scope opposition brief (2.00).	9.80	7,732.20
19 Oct 2020	Kim, Mee (Rina)	210	Videoconference with M. Dale, J. Roche, M. Pocha, A. Mohan, C. Tirado Soto and A. Rodriguez Vega regarding summary judgment strategy (0.90); E-mails with M. Dale and Proskauer team regarding same (3.80); E-mails with M. Dale regarding same (0.10); E-mails with Brattle team regarding same (0.40); Revise memoranda regarding same (1.10); Review materials regarding same (2.40); Discussions with J. Roche regarding same (0.40); Videoconference with M. Dale, J. Roche, and A. Muller regarding same (0.40); E-mails with J. Roche regarding same (0.50); E-mails with J. Roche and J. Esses regarding same (0.30); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.20); E-mails with J. Roche and S. Schaefer regarding same (0.10).	10.60	8,363.40
19 Oct 2020	Muller, Ariella E.	210	Call with M. Dale, J. Roche, and R. Kim regarding summary judgment issues (0.40).	0.40	315.60

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20 Oct 2020	Dale, Margaret A.	210	Review and revise draft opposition to bondholders' lien scope summary judgment motion (1.80); Conference call with J. Levitan, S. Weise, J. Roche, and R. Kim regarding working draft of opposition brief (0.40); Review ERS bondholders' informative motion regarding plan of adjustment (0.20).	2.40	1,893.60
20 Oct 2020	Weise, Steven O.	210	Review and revise brief and law regarding tracing issues and lien scope (1.30); Conference with M. Dale, J. Levitan, J. Roche and team regarding same (0.40).	1.70	1,341.30
20 Oct 2020	Kim, Mee (Rina)	210	Videoconference with M. Dale and Proskauer team regarding summary judgment strategy (0.40); E-mails with M. Dale and Proskauer team regarding same (1.50); E-mails with J. Roche and S. Schaefer regarding same (0.10); E-mails with J. Roche regarding same (0.90); E-mails with S. Schaefer regarding same (0.20); E-mails with L. Silvestro regarding same (1.00); E-mails with A. Mohan regarding same (0.20); E-mails with M. Dale regarding same (0.10); Revise memoranda regarding same (4.20); Review materials regarding same (0.90).	9.50	7,495.50
21 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (0.70); E-mails with J. Roche and S. Schaefer regarding same (0.40); E-mails with J. Roche regarding same (0.40); E-mails with L. Silvestro regarding same (0.40); E-mails with A. Mohan regarding same (0.20); E-mails with M. Dale regarding same (0.10); Revise memoranda regarding same (10.20); Review materials regarding same (0.60); Teleconference with J. Roche regarding same (0.50).	13.50	10,651.50
22 Oct 2020	Dale, Margaret A.	210	Review and revise statements in bondholders' 56(b) statement (2.30); Conference call (partial) with J. Roche, R. Kim and A. Muller regarding bondholders' 56(b) statement and responses thereto (0.40).	2.70	2,130.30

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22 Oct 2020	Levitan, Jeffrey W.	210	E-mail M. Dale regarding lien scope (0.10); Review correspondence regarding discovery, and e-mail M. Dale regarding same (0.40); Review comments and e-mails regarding motion to strike language expert (0.50); Review Committee comments to ultra vires brief (0.60).	1.60	1,262.40
22 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (2.80); Videoconference with M. Dale, J. Roche and A. Muller regarding same (0.70); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.50); E-mails with J. Roche regarding same (0.80); E-mails with Brattle team regarding same (0.40); E-mails with J. Roche and S. Schaefer regarding same (0.40); E-mails with A. Muller regarding same (0.30); Revise memoranda regarding same (10.00); Review materials regarding same (1.10).	17.00	13,413.00
23 Oct 2020	Dale, Margaret A.	210	E-mails with J. Roche and R. Kim regarding Hinton report in connection with Rule 56(b) statement (0.20); Review of plaintiffs' responses and objections to defendants' statement of facts in support of their motion for partial summary judgment (1.60).	1.80	1,420.20
23 Oct 2020	Levitan, Jeffrey W.	210	Review statement of undisputed facts response (1.10); E-mail J. Roche regarding lien scope (0.10); Teleconference R. Kim regarding fact statement (0.20); Review draft response to BNYM motion (0.30).	1.70	1,341.30

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23 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment strategy (1.10); E-mails with J. Roche regarding same (1.80); E-mails with J. Roche and A. Muller regarding same (0.10); E-mails with A. Muller regarding same (0.30); E-mails with L. Silvestro regarding same (0.60); E-mails with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.30); E-mails with S. Weise and J. Roche regarding same (0.20); E-mails with A. Mohan regarding same (0.10); E-mails with M. Dale regarding same (0.20); Teleconference with J. Roche regarding same (0.40); Teleconference with J. Levitan regarding same (0.20); Revise memoranda regarding same (8.30).	13.60	10,730.40
24 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (2.10); Revise memorandum regarding same (6.40); E-mails with J. Roche regarding same (1.10); E-mails with M. Dale and Proskauer team regarding same (0.10); Teleconference with M. Dale and J. Roche regarding same (0.80); E-mails with Brattle team regarding same (0.20).	10.70	8,442.30
25 Oct 2020	Dale, Margaret A.	210	E-mails with J. Roche and R. Kim regarding additional edits to draft responses and objections to defendants' statement of facts in support of their motion for partial summary judgment (0.50); Review latest draft of responses and objections to defendants' statement of facts in support of their motion for partial summary judgment (1.70).	2.20	1,735.80
25 Oct 2020	Levitan, Jeffrey W.	210	E-mails with M. Dale, J. Roche regarding lien scope 56(d) (0.20); Review draft responses (0.50); Review revised ultra vires brief (1.10).	1.80	1,420.20

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25 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (1.10); Revise memorandum regarding same (4.10); E-mails with J. Roche regarding same (1.60); E-mail with M. Dale, M. Bienenstock and Proskauer team regarding same (0.10); E-mails with Brattle team regarding same (0.50); E-mails with M. Dale and Proskauer team regarding same (0.40); E-mails with M. Dale, Proskauer team and common interest team regarding same (0.10); E-mails with A. Muller regarding same (0.20); E-mails with M. Dale, J. Roche, O'Melveny team and ERS representatives regarding same (0.20).	8.30	6,548.70
26 Oct 2020	Dale, Margaret A.	210	Review Committees' opposition to bondholders' ultra vires summary judgment brief (1.30); Conference call with S. Weise and J. Levitan regarding ultra vires draft opposition to bondholders summary judgment motion (0.50); Conference call with common interest parties regarding opposition to bondholders summary judgment motion (0.70); Conference call with C. Tirado, O'Melveny, R. Kim and J. Roche regarding fact issues related to opposition to bondholders lien scope summary judgment motion (0.50); Teleconference with J. Roche regarding response to 56(b) statement regarding lien scope (0.30); Review M. Bienenstock comments/edits to draft opposition to bondholders summary judgment motion (0.50).	3.80	2,998.20

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26 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (0.80); Revise memoranda regarding same (4.90); E-mails with J. Roche regarding same (1.10); E-mail with A. Mohan regarding same (0.40); E-mails with M. Dale and Proskauer team regarding same (0.90); E-mails with Brattle team regarding same (0.50); E-mails with M. Dale, M. Bienenstock, and Proskauer team regarding same (0.10); E-mails with M. Dale, J. Roche, O'Melveny team and ERS representatives regarding same (0.30); Videoconference with M. Dale, J. Roche, O'Melveny team and ERS representatives regarding same (1.20); Teleconference with J. Roche regarding same (0.30); E-mails with M. Dale, Proskauer team and common interest team regarding same (0.20).	10.70	8,442.30
27 Oct 2020	Dale, Margaret A.	210	Conference call with J. Roche and R. Kim to review proposed edits to summary judgment opposition brief (0.80); Review Brattle edits to summary judgment opposition brief (0.30); Review J. Roche declaration submitting additional evidence in opposition to bondholders summary judgment motion (0.20); Review M. Bienenstock edits to responses/objections to Rule 56(b) statement (1.00); Review M. Pocha suggested edits to responses/objections to Rule 56(b) statement (0.80); E-mails with J. Roche and R. Kim regarding questions/edits to brief and questions/ edits to responses/objections to Rule 56(b) statement (0.80); Review revised draft of summary judgment opposition brief (1.00).	4.90	3,866.10

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27 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (1.50); Revise memoranda regarding same (4.90); E-mails with J. Roche regarding same (0.90); E-mail with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (0.90); E-mails with Brattle team regarding same (0.10); E-mails with M. Dale and Proskauer team regarding same (0.40); E-mails with M. Dale, M. Bienenstock, and Proskauer team regarding same (0.10); E-mails with M. Dale, J. Roche, O'Melveny team and ERS representatives regarding same (0.50); E-mails with M. Pocha regarding same (0.20); E-mails with M. Dale, Proskauer team and common interest team regarding same (0.10); Videoconference with M. Dale and J. Roche regarding same (0.80).	10.40	8,205.60
28 Oct 2020	Dale, Margaret A.	210	Conference call with J. Roche and R. Kim to review additional edits/questions related to Rule 56(b) responses and objections (0.80); Final review of summary judgment opposition brief (1.50); Final review of Rule 56 (b) responses and objections (1.60); Multiple e-mails with J. Roche and R. Kim related to finalizing documents (0.60); Review revisions to C. Tirado declaration and finalize same (0.40); Final review of J. Roche declaration and exhibits (0.30); Teleconference with J. Levitan regarding finalizing summary judgment opposition (0.20); Review and revise letter to bondholders related to additional discovery requests (0.40); E-mails with M. Pocha regarding finalizing letter to bondholders related to additional discovery requests (0.10); Brief review of bondholders opposition to ERS motion for summary judgment on lien scope issues (0.50).	6.40	5,049.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
28 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding summary judgment strategy (1.40); Revise memoranda regarding same (2.70); E-mails with J. Roche regarding same (1.80); E-mails with M. Dale, J. Roche, O'Melveny team and ERS representatives regarding same (0.90); E-mails with A. Muller regarding same (0.30); E-mails with M. Dale, Proskauer team and common interest team regarding same (0.20); E-mails with S. Schaefer regarding same (0.10); E-mail with M. Dale, J. Roche, M. Pocha and A. Mohan regarding same (1.10); Videoconference with M. Dale and J. Roche regarding same (0.80); Videoconference with J. Roche and A. Mohan regarding same (0.50); E-mails with J. Roche and M. Pocha regarding same (0.30).	10.10	7,968.90
29 Oct 2020	Dale, Margaret A.	210	Review bondholders opposition to ERS summary judgment motion on lien scope issues (1.80); E-mails with M. Pocha regarding attack on Tirado declaration (0.20).	2.00	1,578.00
29 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment filing (0.40); E-mails with Brattle team regarding same (0.20).	0.60	473.40
30 Oct 2020	Dale, Margaret A.	210	Review of bondholders responses/opposition to lien scope summary judgment brief and Rule 56(b) statement (1.40); Conference call with J. Levitan, S. Weise, J. Roche, J. Esses and A. Muller regarding bondholders opposition to summary judgment motion regarding lien scope (1.40); E-mails with J. Roche and R. Kim regarding reply to Rule 56(b) responses/objections (0.20).	3.00	2,367.00
30 Oct 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment filing (0.20); E-mails with M. Dale and Brattle team regarding same (0.20); E-mails with M. Dale regarding same (0.10); Videoconference with M. Dale, J. Levitan, S. Weise and Proskauer team regarding same (1.40); E-mails with M. Dale and J. Roche regarding same (0.10).	2.00	1,578.00

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Analysis and Strategy Sub-Total				314.50	\$248,140.50
General Administration – 212					
06 Oct 2020	Schaefer, Shealeen E.	212	Update and organize case databases to incorporate additional case related materials.	0.40	108.00
06 Oct 2020	Schaefer, Shealeen E.	212	Review draft Rule 56(b) statement in connection with identifying evidence in support.	0.70	189.00
07 Oct 2020	Schaefer, Shealeen E.	212	Draft workbook detailing ERS responses to Rule 56(b) statement.	6.80	1,836.00
07 Oct 2020	Schaefer, Shealeen E.	212	Review chart detailing historical discovery in connection with 9/29/2020 letter from Jones Day regarding claims litigation discovery.	1.60	432.00
08 Oct 2020	Schaefer, Shealeen E.	212	Craft and review searches of discovery collections in connection with 9/29/2020 letter from Jones Day regarding claims litigation discovery.	1.40	378.00
08 Oct 2020	Chernus, Eric R.	212	Review search terms and determine syntax issues and correct for Relativity proximity limitations (0.30); Run specified searches in English and Spanish against Board members for specified time period (0.40); Review results with case team and discuss other data sources that could be searched (0.40).	1.10	297.00
08 Oct 2020	Ike, Yvonne O.	212	E-mails with case team regarding custodian sources for April 2019 document review for production.	0.50	195.00
09 Oct 2020	Schaefer, Shealeen E.	212	Review document collections in connection with 9/29/2020 letter from Jones Day regarding claims litigation discovery.	4.20	1,134.00
11 Oct 2020	Schaefer, Shealeen E.	212	Further review and analysis of document collections in connection with 9/29/2020 letter from Jones Day regarding claims litigation discovery.	2.50	675.00
12 Oct 2020	Schaefer, Shealeen E.	212	Continue analysis of document collections in connection with 9/29/2020 letter from Jones Day regarding claims litigation discovery.	1.30	351.00
12 Oct 2020	Schaefer, Shealeen E.	212	Update case databases to incorporate additional discovery materials and communications.	0.70	189.00

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13 Oct 2020	Schaefer, Shealeen E.	212	Update and organize case databases to incorporate discovery related materials and correspondence.	0.20	54.00
13 Oct 2020	Silvestro, Lawrence T.	212	Retrieve briefing on motions to dismiss and summary judgment briefing (1.10).	1.10	297.00
14 Oct 2020	Schaefer, Shealeen E.	212	Update case databases to incorporate discovery related materials and correspondence.	1.10	297.00
15 Oct 2020	Schaefer, Shealeen E.	212	Review and revise responses to defendants' lien scope statement of facts.	5.30	1,431.00
15 Oct 2020	Schaefer, Shealeen E.	212	Review case records to identify areas in need of supplementation.	2.60	702.00
20 Oct 2020	Schaefer, Shealeen E.	212	Update compilation of authorities cited in summary judgment briefing for attorney review.	1.10	297.00
20 Oct 2020	Schaefer, Shealeen E.	212	Identify and review authorities cited in summary judgment motions.	3.80	1,026.00
20 Oct 2020	Silvestro, Lawrence T.	212	Prepare pro hac vice motion for R. Kim (1.40).	1.40	378.00
21 Oct 2020	Schaefer, Shealeen E.	212	Analyze and review defendants' Rule56(b) statement of undisputed facts to verify materials and citations cross-referenced in summary judgment.	4.80	1,296.00
21 Oct 2020	Schaefer, Shealeen E.	212	Draft workbook reflecting analysis of defendants' Rule 56(b) statement of undisputed facts in connection with summary judgment briefing.	2.20	594.00
21 Oct 2020	Silvestro, Lawrence T.	212	Prepare notices of appearance for ERS adversary cases (1.90).	1.90	513.00
22 Oct 2020	Hoffman, Joan K.	212	Cite-check opposition of ERS to defendants' motion for partial summary judgment.	4.50	1,215.00
22 Oct 2020	Schaefer, Shealeen E.	212	Review case materials and production documents to identify materials in support of summary judgment briefing.	3.80	1,026.00
22 Oct 2020	Schaefer, Shealeen E.	212	Update and organize case databases to incorporate additional case materials.	0.40	108.00
23 Oct 2020	Schaefer, Shealeen E.	212	Review case materials and production documents to identify materials in support of summary judgment briefing.	2.70	729.00
24 Oct 2020	Hoffman, Joan K.	212	Cite-check opposition of ERS to defendants' motion for partial summary judgment.	10.60	2,862.00

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25 Oct 2020	Hoffman, Joan K.	212	Cite-check opposition brief of ERS to defendants' motion for partial summary judgment (2.40); Draft table of authorities for same (2.90).	5.30	1,431.00
26 Oct 2020	Hoffman, Joan K.	212	Cite-check opposition brief of ERS to defendants' motion for partial summary judgment.	0.40	108.00
27 Oct 2020	Hoffman, Joan K.	212	Cite-check opposition brief of ERS to defendants' motion for partial summary judgment.	1.20	324.00
27 Oct 2020	Silvestro, Lawrence T.	212	Revise supporting exhibits to summary judgment opposition (0.60).	0.60	162.00
28 Oct 2020	McPeck, Dennis T.	212	Compile motion to dismiss filings to be circulated for attorney reference and review (7.20).	7.20	1,944.00
28 Oct 2020	Monforte, Angelo	212	Draft e-mail to chambers with courtesy copies of opposition to motion for partial summary judgment and response to Rule 56(B) statement.	0.20	54.00
28 Oct 2020	Schaefer, Shealeen E.	212	Review Committees' motion to Exclude testimony of expert Gonzalez.	0.30	81.00
28 Oct 2020	Silvestro, Lawrence T.	212	Revise declaration exhibits to summary judgment opposition (1.10); Prepare summary judgment opposition papers for service of process (0.20).	1.30	351.00
29 Oct 2020	McPeck, Dennis T.	212	Compile and organize relevant court filings for attorney reference and review (5.50).	5.50	1,485.00
29 Oct 2020	Schaefer, Shealeen E.	212	Review and organize legal authorities in connection with October 28th briefing.	2.90	783.00
29 Oct 2020	Silvestro, Lawrence T.	212	Retrieve case law and statutory authorities cited in oppositions to motions for summary judgment (3.10); Assign and conform electronic versions of motions within internal case files (1.10).	4.20	1,134.00
30 Oct 2020	McPeck, Dennis T.	212	Compile motion to dismiss documents for attorney reference and review (3.60); Compile cases cited to in objection for summary judgement (2.00).	5.60	1,512.00
30 Oct 2020	Schaefer, Shealeen E.	212	Identify legal authorities in connection with October 28th briefing requested by attorneys for review.	0.20	54.00
General Administration Sub-Total				103.60	\$28,032.00

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21006469

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Employment and Fee Applications – 218					
09 Oct 2020	Petrov, Natasha B.	218	Review monthly statements for Proskauer 10th interim fee application (0.80); Draft same (2.30).	3.10	837.00
Employment and Fee Applications Sub-Total				3.10	\$837.00

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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bienenstock, Martin J.	26.60	789.00	20,987.40
Dale, Margaret A.	74.70	789.00	58,938.30
Firestein, Michael A.	0.50	789.00	394.50
Levitan, Jeffrey W.	87.40	789.00	68,958.60
Rappaport, Lary Alan	0.40	789.00	315.60
Weise, Steven O.	76.70	789.00	60,516.30
Total Partner	266.30		\$ 210,110.70
<u>Senior Counsel</u>			
Roche, Jennifer L.	152.70	789.00	120,480.30
Total Senior Counsel	152.70		\$ 120,480.30
<u>Associate</u>			
Dalsen, William D.	2.10	789.00	1,656.90
Esses, Joshua A.	15.80	789.00	12,466.20
Hong, Yena	1.20	789.00	946.80
Kim, Mee (Rina)	224.60	789.00	177,209.40
Muller, Ariella E.	35.00	789.00	27,615.00
Peterson, John A.	1.30	789.00	1,025.70
Total Associate	280.00		\$ 220,920.00
<u>E-Discovery Attorney</u>			
Ike, Yvonne O.	0.50	390.00	195.00
Total E-Discovery Attorney	1.60		\$ 195.00
<u>Legal Assistant</u>			
Hoffman, Joan K.	22.00	270.00	5,940.00
McPeck, Dennis T.	18.30	270.00	4,941.00
Monforte, Angelo	0.20	270.00	54.00
Petrov, Natasha B.	3.10	270.00	837.00
Schaefer, Shealeen E.	51.00	270.00	13,770.00
Silvestro, Lawrence T.	10.50	270.00	2,835.00
Total Legal Assistant	105.10		\$ 28,377.00
<u>Practice Support</u>			
Chernus, Eric R.	1.10	270.00	297.00
Total Practice Support	1.60		\$ 297.00
Professional Fees	805.70		\$ 580,380.00

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Description of Disbursements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Reproduction			
12 Oct 2020	Dale, Margaret A.	REPRODUCTION	2.70
12 Oct 2020	Adejobi, Olaide M.	REPRODUCTION	0.10
12 Oct 2020	Adejobi, Olaide M.	REPRODUCTION	0.20
12 Oct 2020	Adejobi, Olaide M.	REPRODUCTION	4.30
12 Oct 2020	Adejobi, Olaide M.	REPRODUCTION	27.80
12 Oct 2020	Adejobi, Olaide M.	REPRODUCTION	0.10
12 Oct 2020	Dale, Margaret A.	REPRODUCTION	0.80
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.50
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.20
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.30
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	1.70
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	2.60
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	2.70
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	1.80
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	3.50
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	4.70
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	2.10
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	7.30
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	7.40
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.80
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.60
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.20
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.20
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	6.00
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	13.30
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	8.40
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	3.40
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	1.50
30 Oct 2020	McPeck, Dennis T.	REPRODUCTION	0.60
Total Reproduction			105.80
Lexis			
19 Sep 2020	Schaefer, Shealeen E.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	198.00
28 Sep 2020	Roche, Jennifer L.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	99.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Total Lexis			297.00
Westlaw			
21 Sep 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 5 Lines Printed	143.00
22 Sep 2020	Esses, Joshua A.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 5 Lines Printed	143.00
23 Sep 2020	Muller, Ariella E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 32 Lines Printed	572.00
24 Sep 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 7 Lines Printed	429.00
29 Sep 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 7 Lines Printed	286.00
29 Sep 2020	Schaefer, Shealeen E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 56 Lines Printed	551.00
30 Sep 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 7 Lines Printed	143.00
30 Sep 2020	Schaefer, Shealeen E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 104 Lines Printed	2,322.00
01 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 2 Lines Printed	143.00
02 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 12 Lines Printed	1,007.00
03 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 22 Lines Printed	715.00
04 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 8 Lines Printed	143.00
06 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 22 Lines Printed	1,001.00
07 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 5 Lines Printed	143.00
08 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 4 Lines Printed	143.00
10 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 7 Lines Printed	907.00
11 Oct 2020	Esses, Joshua A.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 3 Lines Printed	286.00
11 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 16 Lines Printed	286.00
12 Oct 2020	Muller, Ariella E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 33 Lines Printed	1,001.00
12 Oct 2020	Peterson, John A.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 14 Lines Printed	572.00
14 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 4 Lines Printed	143.00
15 Oct 2020	Muller, Ariella E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 14 Lines Printed	429.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
15 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 26 Lines Printed	2,343.00
16 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 10 Lines Printed	718.00
Total Westlaw			14,569.00

Transcripts & Depositions

26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Videographer's fees- Invoice #118271 dated 03/26/2020	825.00
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118247-R dated 03/26/2020	1,165.00
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118253-R dated 03/26/2020	903.75
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118259-R dated 03/26/2020	1,257.50
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118265-R dated 03/26/2020	1,195.00
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118277-R dated 03/26/2020	1,360.00
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118246-R dated 03/26/2020	2,525.97
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fee, Shipping-Invoice #118252-R dated 03/26/2020	2,861.66
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118264-R dated 03/26/2020	3,216.68
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118270-R dated 03/26/2020	2,183.28
26 Mar 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118258-R dated 03/26/2020	3,305.32
09 Apr 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118455-R dated 04/09/2020	1,280.00
09 Apr 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118454-R dated 04/09/2020	5,666.63

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
04 Jun 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118579-R dated 06/04/2020	2,774.85
04 Jun 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118580-R dated 06/04/2020	615.00
15 Jun 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees-Invoice #118668-R dated 06/15/2020	1,180.00
02 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118692-R dated 07/02/2020	1,230.00
02 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118701-R dated 07/02/2020	1,365.00
02 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges, Shipping- Invoice #118691-R dated 07/02/2020	3,081.51
02 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #118700-R dated 07/02/2020	3,350.38
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118723-R dated 07/07/2020	3,781.50
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118724-R dated 07/07/2020	965.00
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118733-R dated 07/07/2020	3,279.86
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118736-R dated 07/07/2020	1,065.00
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118743-R dated 07/07/2020	4,052.96
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service charges- Invoice #118744-R dated 07/07/2020	1,115.00
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118757-R dated 07/07/2020	3,296.52
07 Jul 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #118759-R dated 07/07/2020	1,165.00
31 Aug 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Professional fees, Shipping- Invoice #119133-R dated 08/31/2020	3,214.57

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
02 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #119140-R dated 09/02/2020	615.00
03 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #119152-R dated 09/03/2020	2,568.40
03 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #119153-R dated 09/03/2020	1,225.00
03 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees, Shipping- Invoice #119160-R dated 09/03/2020	4,733.72
03 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #119161-R dated 09/03/2020	1,685.00
08 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #119145-R dated 09/08/2020	4,896.99
08 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Service fees- Invoice #119146-R dated 09/08/2020	720.00
24 Sep 2020	Bienenstock, Martin J.	TRANSCRIPTS & DEPOSITIONS - - VENDOR: GREGORY EDWARDS LLC GREGORY EDWARDS LLC- Christopher Delaney Credit Memo- #118666-CM dated 09/24/2020	(221.88)
Total Transcripts & Depositions			79,500.17

Messenger/Delivery

14 Sep 2020	Bienenstock, Martin J.	MESSENGER/DELIVERY Delivery Jeffrey Levitan 8 MANOR POND LN IRVINGTON NY, T racking #: 396755306350, Shipped on 091420, Invo ice #: 712719365	17.90
Total Messenger/Delivery			17.90

Other Database Research

30 Jun 2020	Bienenstock, Martin J.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER PACER SERVICE CENTER - For the Period 04/01/2020 to 06/30/2020 - Inv# 4786464-Q22020	149.00
07 Jul 2020	Bienenstock, Martin J.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER ACER SERVICE CENTER: Inv#:2860710-Q22020; 7/7/2020 - Charges for the months April - June 2020	202.20
07 Aug 2020	Roche, Jennifer L.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER	7.80
29 Oct 2020	Dalsen, William D.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER	5.90
29 Oct 2020	Schaefer, Shealeen E.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER	0.30
29 Oct 2020	McPeck, Dennis T.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER	2.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
29 Oct 2020	McPeck, Dennis T.	OTHER DATABASE RESEARCH - - VENDOR: PACER SERVICE CENTER	1.00
Total Other Database Research			368.60
Practice Support Vendors			
09 Sep 2020	Bienenstock, Martin J.	PRACTICE SUPPORT VENDORS - - VENDOR: LD LOWER HOLIDNGS INC LD LOWER HOLIDNGS INC- Discovery services- Invoice #P0100140461 dated 09/09/2020	3,275.90
08 Oct 2020	Bienenstock, Martin J.	PRACTICE SUPPORT VENDORS - - VENDOR: LD LOWER HOLIDNGS INC LD LOWER HOLIDNGS INC - Active Hosting, User Access and Professional Services Rendered - Inv P0100145367 dated 10/08/20	3,543.20
Total Practice Support Vendors			6,819.10

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	14,866.00
Copying & Printing	105.80
Database Search Services	368.60
Delivery Services	17.90
Practice Support Vendors	6,819.10
Transcripts	79,500.17
Total Disbursements	\$ 101,677.57

Total Billed**\$ 682,057.57**

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ERS TITLE III – MISCELLANEOUS (0048)

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Task	Hours	<u>Fees Incurred</u>
212 General Administration	1.80	486.00
219 Appeal	111.40	87,894.60
Total Fees	113.20	\$ 88,380.60

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Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
General Administration – 212					
01 Oct 2020	Monforte, Angelo	212	Andalusian: Compile case law and other authorities cited in petition for writ of certiorari and response to same per J. Roberts.	1.80	486.00
General Administration Sub-Total				1.80	\$486.00
Appeal – 219					
01 Oct 2020	Bienenstock, Martin J.	219	Andalusian: Research, draft portions of, and edit response to ERS bondholders' certiorari petition.	10.60	8,363.40
02 Oct 2020	Bienenstock, Martin J.	219	Andalusian: Research, draft portions of, and edit response to ERS bondholders' certiorari petition.	11.50	9,073.50
03 Oct 2020	Bienenstock, Martin J.	219	Andalusian: Research, draft portions of, and edit response to ERS bondholders' certiorari petition.	9.80	7,732.20
03 Oct 2020	Weise, Steven O.	219	Andalusian: Review comments on draft response to bondholder petition for certiorari and prepare further comments.	1.70	1,341.30
04 Oct 2020	Harris, Mark D.	219	Andalusian: Review M. Bienenstock edits to certiorari opposition (0.60); Confer with A. Deming regarding same (0.60).	1.20	946.80
04 Oct 2020	Levitan, Jeffrey W.	219	Andalusian: Review comments to certiorari opposition (0.90); E-mails E. Barak, J. Roberts regarding certiorari opposition (0.20).	1.10	867.90
04 Oct 2020	Mungovan, Timothy W.	219	Andalusian: E-mails with J. Roberts and M. Harris regarding opposition to certiorari petition in Andalusian (0.30).	0.30	236.70
04 Oct 2020	Mungovan, Timothy W.	219	Andalusian: E-mails with M. Bienenstock and M. Harris regarding opposition to certiorari petition in Andalusian (0.50).	0.50	394.50
04 Oct 2020	Weise, Steven O.	219	Andalusian: Review comments on draft response to bondholder petition for certiorari and prepare further comments.	2.60	2,051.40

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04 Oct 2020	Deming, Adam L.	219	Andalusian: Review and implement latest round of revisions to opposition brief (1.50); Conduct additional research and locate supplemental citations from petition, appendix, and cases as required for opposition (1.20).	2.70	2,130.30
04 Oct 2020	Deming, Adam L.	219	Andalusian: Call with M. Harris to coordinate regarding input of next round of changes (0.60); E-mails with W. Fassuliotis and M. Wheat regarding availability to cite and record check opposition (0.10).	0.70	552.30
05 Oct 2020	Harris, Mark D.	219	Andalusian: Review and revise certiorari opposition (3.80); Conference with J. Levitan and team regarding same (0.50); Confer with J. Roberts regarding same (0.30); Confer with J. Roberts and T. Mungovan regarding same (0.40).	5.00	3,945.00
05 Oct 2020	Levitan, Jeffrey W.	219	Andalusian: Review certiorari opposition to prepare for calls (0.40); Teleconference M. Harris and team regarding revisions to certiorari opposition (0.50); Review comments and e-mails regarding revised certiorari opposition (0.30).	1.20	946.80
05 Oct 2020	Mungovan, Timothy W.	219	Andalusian: Call with M. Harris and J. Roberts regarding opposition to Andalusian's certiorari petition (0.40).	0.40	315.60
05 Oct 2020	Mungovan, Timothy W.	219	Andalusian: E-mails with M. Harris regarding opposition to Andalusian's certiorari petition (0.30).	0.30	236.70
05 Oct 2020	Roberts, John E.	219	Andalusian: Call with M. Harris and T. Mungovan to discuss Andalusian certiorari opposition (0.40); Call with J. Levitan, M. Harris, and S. Weise to discuss certiorari opposition (0.50); Revise certiorari opposition per comments of M. Bienenstock (1.40); Call with M. Harris to discuss issues with certiorari opposition (0.30); Analyze Craft and Travelers cases and draft e-mails to M. Harris concerning their treatment in certiorari opposition (0.40).	3.00	2,367.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05 Oct 2020	Weise, Steven O.	219	Andalusian: Prepare comments on draft response to bondholder petition for certiorari (2.20); Conference with J. Levitan and M. Harris regarding same (0.50).	2.70	2,130.30
05 Oct 2020	Deming, Adam L.	219	Andalusian: Coordinate cite and record checkers for incoming cite and record check of opposition (0.20); Review changes suggested by S. Weise to opposition brief (0.20).	0.40	315.60
06 Oct 2020	Harris, Mark D.	219	Andalusian: Review and revise to certiorari opposition (2.60); Conferences with J. Roberts regarding same (0.40).	3.00	2,367.00
06 Oct 2020	Levitan, Jeffrey W.	219	Andalusian: Review revised certiorari opposition (0.90); E-mails J. Roberts, P. Friedman regarding certiorari opposition (0.20).	1.10	867.90
06 Oct 2020	Roberts, John E.	219	Andalusian: Call with M. Harris to discuss Andalusian certiorari opposition (0.40); Revise Andalusian certiorari opposition (2.00).	2.40	1,893.60
06 Oct 2020	Deming, Adam L.	219	Andalusian: Retrieve cases and circulate to M. Harris to assist with opposition revisions.	0.10	78.90
06 Oct 2020	Deming, Adam L.	219	Andalusian: Implement S. Weise's comments to updated opposition briefing.	0.40	315.60
06 Oct 2020	Deming, Adam L.	219	Andalusian: Coordinate cite and record check with W. Fassuliotis and M. Wheat.	0.70	552.30
06 Oct 2020	Fassuliotis, William G.	219	Andalusian: Review and revise certiorari opposition.	3.00	2,367.00
06 Oct 2020	Wheat, Michael K.	219	Andalusian: Cite-check brief for filing (3.40); Correspondence with A. Deming and W. Fassuliotis regarding same (0.30).	3.70	2,919.30
07 Oct 2020	Harris, Mark D.	219	Andalusian: Review and revise certiorari opposition (3.80); Conference with S. Weise regarding same (0.40).	4.20	3,313.80
07 Oct 2020	Weise, Steven O.	219	Andalusian: Prepare comments on draft response to bondholder petition for certiorari (1.30); Conference with M. Harris regarding same (0.40).	1.70	1,341.30

Client Name
Matter NameFOMB (33260)
ERS TITLE III – MISCELLANEOUS (0048)

Exhibit B Page 57 of 162

Invoice Date
Invoice Number17 Dec 2020
21006471

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07 Oct 2020	Deming, Adam L.	219	Andalusian: Review and incorporate cite and record check-revisions into draft cert. opposition (1.30); Incorporate comments and substantive edits from M. Harris (1.40).	2.70	2,130.30
07 Oct 2020	Fassuliotis, William G.	219	Andalusian: Review and revise certiorari opposition.	0.70	552.30
07 Oct 2020	Fassuliotis, William G.	219	Andalusian: Review and revise certiorari opposition.	0.40	315.60
07 Oct 2020	Wheat, Michael K.	219	Andalusian: Cite-check brief for filing (4.40); Correspondence with A. Deming and W. Fassuliotis regarding same (0.20).	4.60	3,629.40
08 Oct 2020	Bienenstock, Martin J.	219	Andalusian: Call with T. Mungovan, M. Harris, J. Roberts, and S. Weise regarding opposition to certiorari petition (0.40).	0.40	315.60
08 Oct 2020	Firestein, Michael A.	219	Andalusian: Partial review of certiorari opposition for impact on other property issues and other adversaries (0.20).	0.20	157.80
08 Oct 2020	Harris, Mark D.	219	Andalusian: Review and revise certiorari opposition (1.40); Call with J. Roberts and A. Deming regarding same (0.10); Call with M. Bienenstock, T. Mungovan, J. Roberts, and S. Weise regarding same (0.40); Call with J. Roberts regarding same (0.50).	2.40	1,893.60
08 Oct 2020	Levitan, Jeffrey W.	219	Andalusian: Review comments to certiorari opposition.	0.90	710.10
08 Oct 2020	Mungovan, Timothy W.	219	Andalusian: E-mails with M. Harris regarding opposition to certiorari petition in Andalusian (0.40).	0.40	315.60
08 Oct 2020	Mungovan, Timothy W.	219	Andalusian: Review draft opposition to certiorari petition in Andalusian (0.80).	0.80	631.20
08 Oct 2020	Mungovan, Timothy W.	219	Andalusian: E-mails with M. Bienenstock, M. Harris, S. Weise, and J. Levitan regarding draft opposition to certiorari petition in Andalusian (0.40).	0.40	315.60
08 Oct 2020	Mungovan, Timothy W.	219	Andalusian: Call with M. Bienenstock, M. Harris, J. Roberts, and S. Weise regarding draft opposition to certiorari petition in Andalusian (0.40).	0.40	315.60

Client Name
Matter NameFOMB (33260)
ERS TITLE III – MISCELLANEOUS (0048)

Exhibit B Page 58 of 162

Invoice Date
Invoice Number17 Dec 2020
21006471

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08 Oct 2020	Roberts, John E.	219	Andalusian: Revise Andalusian certiorari opposition (6.40); Call with M. Harris and A. Deming regarding same (0.10); Call with M. Harris, S. Weise, and M. Bienenstock, and T. Mungovan to discuss issues with same (0.40); Calls with M. Harris to discuss same (0.50).	7.40	5,838.60
08 Oct 2020	Weise, Steven O.	219	Andalusian: Prepare comments and review of law on draft response to bondholder petition for certiorari (2.90); Conference with M. Bienenstock, T. Mungovan, J. Roberts, and M. Harris regarding same (0.40).	3.30	2,603.70
08 Oct 2020	Deming, Adam L.	219	Andalusian: Review and incorporate cite and record check-revisions into draft certiorari opposition (1.30); Incorporate comments and substantive edits from M. Harris (1.70).	3.00	2,367.00
08 Oct 2020	Deming, Adam L.	219	Andalusian: Incorporate comments to opposition from co-counsel O'Melveny.	1.10	867.90
08 Oct 2020	Deming, Adam L.	219	Andalusian: Incorporate additional comments from J. Roberts (1.10); Incorporate additional comments from S. Weise (0.80); Review and revise opposition (0.50).	2.40	1,893.60
08 Oct 2020	Deming, Adam L.	219	Andalusian: Review tables of contents and authorities and relay edits to the printer.	0.50	394.50
08 Oct 2020	Deming, Adam L.	219	Andalusian: Attend call with M. Harris and J. Roberts regarding final edits to opposition.	0.10	78.90
08 Oct 2020	Deming, Adam L.	219	Andalusian: Incorporate additional comments from M. Bienenstock (0.40); Coordinate with printers and make final edits to opposition brief from M. Harris and M. Bienenstock (0.60); Conduct final review and communicate additional changes to printer (0.20).	1.20	946.80
09 Oct 2020	Roberts, John E.	219	Andalusian: Read / analyze Andalusian certiorari opposition filed by Official Committee of Retirees.	0.50	394.50
27 Oct 2020	Bienenstock, Martin J.	219	Andalusian: Review ERS bondholders' reply to Board opposition to certiorari petition.	1.20	946.80
27 Oct 2020	Roberts, John E.	219	Andalusian: Review and analyze reply in support of petition.	0.40	315.60

Client Name FOMB (33260)

Exhibit B Page 59 of 162

Invoice Date

17 Dec 2020

Matter Name

ERS TITLE III – MISCELLANEOUS (0048)

Invoice Number

21006471

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Appeal Sub-Total				111.40	\$87,894.60

Client Name
Matter NameFOMB (33260)
ERS TITLE III – MISCELLANEOUS (0048)

Exhibit B Page 60 of 162

Invoice Date
Invoice Number17 Dec 2020
21006471

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bienenstock, Martin J.	33.50	789.00	26,431.50
Firestein, Michael A.	0.20	789.00	157.80
Harris, Mark D.	15.80	789.00	12,466.20
Levitan, Jeffrey W.	4.30	789.00	3,392.70
Mungovan, Timothy W.	3.50	789.00	2,761.50
Roberts, John E.	13.70	789.00	10,809.30
Weise, Steven O.	12.00	789.00	9,468.00
Total Partner	83.00		\$ 65,487.00
<u>Associate</u>			
Deming, Adam L.	16.00	789.00	12,624.00
Fassuliotis, William G.	4.10	789.00	3,234.90
Wheat, Michael K.	8.30	789.00	6,548.70
Total Associate	28.40		\$ 22,407.60
<u>Legal Assistant</u>			
Monforte, Angelo	1.80	270.00	486.00
Total Legal Assistant	1.80		\$ 486.00
Professional Fees	113.20		\$ 88,380.60

Client Name
Matter NameFOMB (33260)
ERS TITLE III – MISCELLANEOUS (0048)

Exhibit B Page 61 of 162

Invoice Date
Invoice Number17 Dec 2020
21006471**Description of Disbursements**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Lexis			
25 Sep 2020	Deming, Adam L.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	449.00
06 Oct 2020	Deming, Adam L.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	198.00
06 Oct 2020	Fassuliotis, William G.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	198.00
08 Oct 2020	Deming, Adam L.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	152.00
Total Lexis			997.00
Westlaw			
20 Sep 2020	Roberts, John E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 13 Lines Printed	54.00
22 Sep 2020	Harris, Mark D.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 2 Lines Printed	54.00
25 Sep 2020	Roberts, John E.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 3 Lines Printed	286.00
01 Oct 2020	Monforte, Angelo	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 35 Lines Printed	265.00
06 Oct 2020	Fassuliotis, William G.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 73 Lines Printed	122.00
Total Westlaw			781.00

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	1,778.00
Total Disbursements	\$ 1,778.00
Total Billed	\$ 90,158.60

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

-----X

IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FORTY-FOURTH MONTHLY FEE APPLICATION OF
PROSKAUER ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR,
EMPLOYEES RETIREMENT SYSTEM ("ERS")
FOR THE PERIOD NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

Name of Applicant:

Proskauer Rose LLP ("Proskauer")

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Authorized to Provide
Professional Services to:

Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought:

November 1, 2020 through November 30, 2020

Amount of compensation sought
as actual, reasonable and necessary:

\$432,026.40

Amount of expense reimbursement sought
as actual, reasonable and necessary:

\$14,765.80

Total Amount for these Invoices:

\$446,792.20

This is a: X monthly ___ interim ___ final application.

This is Proskauer's 44th monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for November 2020.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On January 11, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period November 2020

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks relating to the Board, its Members, its Staff, its Advisors or its Consultants	5.20	\$4,102.80
202	Legal Research	6.50	\$5,128.50
206	Documents Filed on Behalf of the Board	357.80	\$282,304.20
207	Non-Board Court Filings	13.10	\$10,335.90
210	Analysis and Strategy	139.10	\$109,749.90
212	General Administration	37.00	\$9,990.00
215	Plan of Adjustment and Disclosure Statement	11.90	\$9,389.10
218	Employment and Fee Applications	3.80	\$1,026.00
Total		574.40	\$432,026.40

Summary of Legal Fees for the Period November 2020

ACROSS ALL ERS-RELATED MATTERS

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian S. Rosen	Partner	BSGR & B	\$789.00	16.90	\$13,334.10
Ehud Barak	Partner	BSGR & B	\$789.00	3.40	\$2,682.60
Jeffrey W. Levitan	Partner	BSGR & B	\$789.00	78.20	\$61,699.80
Lary Alan Rappaport	Partner	Litigation	\$789.00	1.80	\$1,420.20
Margaret A. Dale	Partner	Litigation	\$789.00	48.60	\$38,345.40
Martin J. Bienenstock	Partner	BSGR & B	\$789.00	37.20	\$29,350.80
Michael A. Firestein	Partner	Litigation	\$789.00	1.80	\$1,420.20
Steven O. Weise	Partner	Corporate	\$789.00	91.10	\$71,877.90
Jennifer L. Roche	Senior Counsel	Litigation	\$789.00	103.40	\$81,582.60
Ariella Muller	Associate	Litigation	\$789.00	27.70	\$21,855.30
Javier Sosa	Associate	Litigation	\$789.00	7.50	\$5,917.50
Joshua A. Esses	Associate	BSGR & B	\$789.00	22.20	\$17,515.80
Mee R. Kim	Associate	Litigation	\$789.00	77.60	\$61,226.40
William D. Dalsen	Associate	Litigation	\$789.00	16.20	\$12,781.80
TOTAL				533.60	\$421,010.40

Summary of Legal Fees for the Period November 2020

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Eric R. Chernus	Practice Support	Professional Resources	\$270.00	0.30	\$81.00
Joan K. Hoffman	Legal Assistant	Litigation	\$270.00	22.40	\$6,048.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$270.00	7.20	\$1,944.00
Natasha Petrov	Legal Assistant	BSGR & B	\$270.00	3.80	\$1,026.00
Shealeen E. Schaefer	Legal Assistant	Labor & Employment	\$270.00	7.10	\$1,917.00
TOTAL				40.80	\$11,016.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 574.40	<u>Fees</u> \$432,026.40
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Summary of Disbursements for the period November 2020

ACROSS ALL ERS-RELATED MATTERS

EXPENSE CATEGORY	AMOUNTS
Lexis	\$792.00
Practice Support Vendors	\$3,174.00
Reproduction	\$1.10
Westlaw	\$5,966.00
Reproduction Color	\$10.80
Messenger/ Delivery	\$34.90
Outside Reproduction	\$4,787.00
TOTAL	\$14,765.80

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$388,823.76 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$14,765.80) in the total amount of \$403,589.56.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 73 of 162

Invoice Date
Invoice Number08 Jan 2021
21009808**Task Summary**

Task	Hours	<u>Fees Incurred</u>
201 Tasks relating to the Board, its Members, and its Staff	5.20	4,102.80
202 Legal Research	6.50	5,128.50
206 Documents Filed on Behalf of the Board	357.80	282,304.20
207 Non-Board Court Filings	13.10	10,335.90
210 Analysis and Strategy	139.10	109,749.90
212 General Administration	37.00	9,990.00
215 Plan of Adjustment and Disclosure Statement	11.90	9,389.10
218 Employment and Fee Applications	3.80	1,026.00
Total Fees	574.40	\$ 432,026.40

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 74 of 162

Invoice Date
Invoice Number08 Jan 2021
21009808

Description of Services Rendered

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Tasks relating to the Board, its Members, and its Staff – 201					
17 Nov 2020	Barak, Ehud	201	Call with N. Jaresko regarding ERS settlement (1.30); Participate in call with Board on ERS issues (1.20).	2.50	1,972.50
18 Nov 2020	Bienenstock, Martin J.	201	Review and edit powerpoint deck regarding ERS litigation and financial impacts.	2.60	2,051.40
19 Nov 2020	Esses, Joshua A.	201	Review presentation on ERS litigation scenarios.	0.10	78.90
Tasks relating to the Board, its Members, and its Staff Sub-Total				5.20	\$4,102.80
Legal Research – 202					
28 Nov 2020	Sosa, Javier F.	202	Research for J. Roche to assist with responding to a motion to strike.	4.00	3,156.00
29 Nov 2020	Sosa, Javier F.	202	Follow up research for J. Roche to assist with responding to a motion to strike.	2.50	1,972.50
Legal Research Sub-Total				6.50	\$5,128.50
Documents Filed on Behalf of the Board – 206					
01 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope.	3.40	2,682.60
01 Nov 2020	Roche, Jennifer L.	206	Analysis and outline regarding reply in support of lien scope motion for summary judgment.	5.50	4,339.50
02 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope (8.40); Conference with M. Dale and team regarding same (0.30).	8.70	6,864.30
02 Nov 2020	Roche, Jennifer L.	206	Conference with M. Dale and litigation team regarding case status and strategy (0.30); Analysis and drafting reply in support of lien scope motion for summary judgment (3.30).	3.60	2,840.40
02 Nov 2020	Muller, Ariella E.	206	Analyze cases cited in defendants' opposition brief (2.10); Draft memorandum outlining key distinctions between the cases cited by defendants and our case (2.40); Call with M. Dale and team regarding same (0.30).	4.80	3,787.20

Client Name	FOMB (33260)	Exhibit B Page 75 of 162	Invoice Date	08 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)		Invoice Number	21009808

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope.	8.30	6,548.70
03 Nov 2020	Roche, Jennifer L.	206	Analysis and outlining regarding reply brief in support of lien scope motion for summary judgment (3.80); E-mails with A. Muller regarding research issues for reply brief (0.10).	3.90	3,077.10
03 Nov 2020	Muller, Ariella E.	206	Analyze and distinguish cases cited by defendants (1.50); Draft chart categorizing defendants' responses to statement of undisputed facts and propose responses (4.30).	5.80	4,576.20
04 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope.	4.80	3,787.20
04 Nov 2020	Roche, Jennifer L.	206	Analysis and comments regarding draft replies to defendants' responses to statement of facts (1.50); Analysis regarding UCC issues in connection with lien scope reply brief (1.10); E-mails with M. Dale regarding reply brief issues (0.20); Draft reply brief on lien scope summary judgment (3.70).	6.50	5,128.50
04 Nov 2020	Esses, Joshua A.	206	Review lien scope summary judgment briefing.	0.30	236.70
05 Nov 2020	Levitan, Jeffrey W.	206	E-mails with J. Esses. M. Dale, and S. Weise regarding lien scope reply brief (0.50); Analyze bondholders brief, S. Weise UCC analysis to prepare for team call (0.90); Participate in call with J. Roche and team regarding lien scope reply brief (1.60); Study Lynch case regarding UCC issues (1.10); Prepare outline of lien scope reply issues (1.70).	5.80	4,576.20
05 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope (8.10); Conference with M. Dale and team regarding same (1.60).	9.70	7,653.30
05 Nov 2020	Roche, Jennifer L.	206	Conference with J. Levitan, S. Weise, M. Dale, R. Kim and J. Esses regarding lien scope issues (1.60); E-mails with A. Muller regarding research issues for reply brief (0.20); Analysis regarding lien scope reply brief issues (1.50); Draft reply brief (5.00).	8.30	6,548.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05 Nov 2020	Esses, Joshua A.	206	Call (partial) with M. Dale and team on lien scope summary judgment reply (1.10); Review bondholder response (0.70).	1.80	1,420.20
05 Nov 2020	Muller, Ariella E.	206	Research several issues for ERS reply brief, including; standard for collusion under UCC 9-332, when court may consider parties' intent to interpret contract, and whether a party can defeat summary judgment by simply refuting the fact without evidence (3.60).	3.60	2,840.40
06 Nov 2020	Levitan, Jeffrey W.	206	Analysis of lien scope opposition brief, review cases cited, prepare outline of responses (3.80); E-mails with J. Roche, S. Weise, J. Esses regarding lien scope reply (0.50).	4.30	3,392.70
06 Nov 2020	Weise, Steven O.	206	Review opposition briefs and law regarding tracing issues and lien scope.	10.40	8,205.60
06 Nov 2020	Roche, Jennifer L.	206	Analyze and draft reply brief on lien scope summary judgment motion.	6.60	5,207.40
06 Nov 2020	Esses, Joshua A.	206	Draft section 9-332 section of lien scope summary judgment reply.	1.90	1,499.10
06 Nov 2020	Muller, Ariella E.	206	Draft e-mail memo to J. Roche summarizing research on several issues for ERS reply brief (1.00); Research whether bondholders' agreement that no claim as to pre-2008 assets means ERS is entitled to summary judgment on that issue (4.10); Draft e-mail to J. Roche summarizing findings (0.50).	5.60	4,418.40
07 Nov 2020	Levitan, Jeffrey W.	206	Review S. Weise analysis of TUSA decision.	0.20	157.80
07 Nov 2020	Roche, Jennifer L.	206	Draft lien scope summary judgment reply brief.	4.90	3,866.10
08 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	1.70	1,341.30
08 Nov 2020	Roche, Jennifer L.	206	Draft lien scope summary judgment reply brief.	9.00	7,101.00
08 Nov 2020	Esses, Joshua A.	206	Draft section 9-332 section of lien scope summary judgment reply.	1.30	1,025.70

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09 Nov 2020	Dale, Margaret A.	206	Conference call with J. Roche, R. Kim, W. Dalsen and A. Muller regarding reply brief in support of lien scope summary judgment (0.30); Review and revise draft replies to bondholders' responses to Rule 56(b) statement of undisputed facts (1.20); E-mails with J. Roche and R. Kim regarding same (0.20).	1.70	1,341.30
09 Nov 2020	Levitan, Jeffrey W.	206	Review, note comments, outline revisions to draft lien scope reply brief (4.30); Teleconference J. Roche regarding revisions to lien scope reply (0.80).	5.10	4,023.90
09 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	2.80	2,209.20
09 Nov 2020	Roche, Jennifer L.	206	Conference with M. Dale and team regarding ERS case status and motion for summary judgment (0.30); Conference with J. Levitan regarding motion for summary judgment reply brief issues (0.80); Revise reply brief (3.10); Analyze and revise replies to statement of facts in support of motion for summary judgment (1.70).	5.90	4,655.10
09 Nov 2020	Esses, Joshua A.	206	Review ERS briefing on lien scope summary judgment matter.	0.10	78.90
09 Nov 2020	Muller, Ariella E.	206	Call with M. Dale and team regarding reply (0.30); Review ERS reply brief to confirm cites (0.50).	0.80	631.20
10 Nov 2020	Dale, Margaret A.	206	Review revised draft of exemplar replies to bondholders' responses to Rule 56(b) statement of undisputed facts (1.00); Brief review of certain sections of draft reply brief in support of motion for summary judgment (0.50).	1.50	1,183.50
10 Nov 2020	Levitan, Jeffrey W.	206	Edit lien scope reply brief (8.30); Teleconference and e-mails J. Roche regarding revisions to lien scope reply (0.40).	8.70	6,864.30
10 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	4.70	3,708.30

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10 Nov 2020	Roche, Jennifer L.	206	Analyze comments to draft summary judgment reply brief (0.40); Conference with J. Levitan regarding reply brief issues (0.40); Revise draft reply brief (2.30); Analysis regarding draft replies to statement of facts (0.20); E-mails with M. Dale and R. Kim regarding statement of facts (0.10).	3.40	2,682.60
10 Nov 2020	Esses, Joshua A.	206	Draft ERS reply in lien scope summary judgment matter.	0.20	157.80
10 Nov 2020	Muller, Ariella E.	206	Draft ERS replies to defendants' responses to ERS statement of undisputed fact (2.00).	2.00	1,578.00
11 Nov 2020	Dale, Margaret A.	206	Review and revise reply brief in support of summary judgment (4.40).	4.40	3,471.60
11 Nov 2020	Levitan, Jeffrey W.	206	Review comments to revised lien scope reply brief (0.70); Edit revised lien scope reply (2.40).	3.10	2,445.90
11 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	2.50	1,972.50
11 Nov 2020	Roche, Jennifer L.	206	Analysis and revisions to draft replies on lien scope statement of facts (1.40); E-mails with M. Dale and J. Levitan regarding lien scope reply brief (0.10); Analyze proposed edits to brief (0.40).	1.90	1,499.10
11 Nov 2020	Esses, Joshua A.	206	Review e-mails with M. Dale and team on lien scope summary judgment issues.	0.10	78.90
11 Nov 2020	Muller, Ariella E.	206	Revise draft responses to ERS replies to defendants' responses to ERS' statement of undisputed fact to incorporate comments from R. Kim (2.40).	2.40	1,893.60
12 Nov 2020	Bienenstock, Martin J.	206	Research, edit, review, and draft portions of reply to ERS bondholders' brief regarding security interests.	6.80	5,365.20
12 Nov 2020	Dale, Margaret A.	206	Review revised draft of reply brief in support of motion for summary judgment and open issues (0.80); Conference call with J. Levitan, S. Weise, J. Roche, J. Esses, and R. Kim regarding draft reply brief in support of motion for summary judgment (0.90); Review and revise draft replies to bondholders' responses to Rule 56(b) statement of undisputed facts (2.00).	3.70	2,919.30

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12 Nov 2020	Levitan, Jeffrey W.	206	Review revise lien scope reply brief, prepare list of comments, discussion points (1.60); Participate in call with M. Dale and team regarding lien scope reply (0.90); E-mails with J. Roche, S. Weise regarding lien scope reply (0.40).	2.90	2,288.10
12 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope (3.90); Conference with M. Dale and team regarding same (0.90).	4.80	3,787.20
12 Nov 2020	Roche, Jennifer L.	206	Draft and revise lien scope reply brief (3.90); Conference with J. Levitan, S. Weise, J. Esses, R. Kim and M. Dale regarding lien scope reply brief issues (0.90); E-mails with R. Kim and M. Dale regarding statement of fact issues (0.10); E-mail with co-defense counsel regarding page limits issue (0.10).	5.00	3,945.00
12 Nov 2020	Esses, Joshua A.	206	Call with M. Dale and team on lien scope briefing (0.90); Review reply in lien scope summary judgment briefing (0.30).	1.20	946.80
13 Nov 2020	Bienenstock, Martin J.	206	Research, edit, review, and draft portions of reply to ERS bondholders' brief regarding security interests.	7.30	5,759.70
13 Nov 2020	Levitan, Jeffrey W.	206	E-mails with J. Esses regarding lien scope reply (0.30); Review final draft of lien scope reply (2.10); Teleconferences and e-mails with M. Dale regarding lien scope reply (0.50); Review S. Weise comments to reply, e-mails S. Weise regarding same (0.40); E-mails with J. Roche regarding lien scope reply (0.20); E-mails with M. Bienenstock regarding lien scope reply (0.60).	4.10	3,234.90
13 Nov 2020	Weise, Steven O.	206	Review draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	9.60	7,574.40
13 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	2.40	1,893.60

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13 Nov 2020	Roche, Jennifer L.	206	E-mails with opposing counsel regarding page limits (0.10); E-mails with A. Muller regarding motion to exceed pages (0.10); E-mails with L. Silvestro regarding paralegal support for reply brief (0.10); Revise lien scope reply brief (0.60); E-mails with S. Weise and J. Levitan regarding reply brief issues (0.10); Analysis regarding replies to defendants' responses to lien scope statement of facts (2.50); Review and analyze draft responses to evidentiary objections (0.40); Analysis regarding issues raised in evidentiary objections (1.00).	4.90	3,866.10
13 Nov 2020	Esses, Joshua A.	206	Review lien scope summary judgment reply.	0.10	78.90
13 Nov 2020	Muller, Ariella E.	206	Draft motion to exceed page limit (1.40).	1.40	1,104.60
14 Nov 2020	Dale, Margaret A.	206	E-mails with M. Bienenstock, J. Levitan and S. Weise regarding Tusa case (0.30); Review Tusa case (0.80); E-mails with S. Weise, J. Levitan and J. Roche regarding insert to reply brief to deal with Tusa case (0.50); Continue review and revisions to draft replies to bondholders' responses to Rule 56(b) statement of undisputed facts (1.50).	3.10	2,445.90
14 Nov 2020	Levitan, Jeffrey W.	206	Review draft motion regarding page limits (0.20); Review, note comments on draft revisions to lien scope reply (0.90); E-mails with S. Weise regarding revisions to lien scope reply (0.50).	1.60	1,262.40
14 Nov 2020	Rosen, Brian S.	206	Review correspondence and draft brief regarding ERS litigation (0.80); Memorandum to M. Dale regarding same (0.10); Review M. Dale memorandum regarding same (0.10).	1.00	789.00
14 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs.	7.30	5,759.70
14 Nov 2020	Roche, Jennifer L.	206	Review and revise draft motion to exceed pages on reply brief (0.50); Review and revise objection to defendants' evidentiary objections (0.40); Review and revise replies to responses to Rule 56b statement of facts (0.80).	1.70	1,341.30

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14 Nov 2020	Roche, Jennifer L.	206	Review and analyze proposed edits to reply brief and arguments on Section 9-332.	0.90	710.10
14 Nov 2020	Roche, Jennifer L.	206	Review and revise draft lien scope reply brief to address revisions to argument.	1.30	1,025.70
14 Nov 2020	Roche, Jennifer L.	206	E-mails with M. Dale and S. Weise regarding reply brief and section 9-332b arguments.	0.30	236.70
14 Nov 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.80); Revise memorandum regarding same (9.20); E-mails with J. Roche regarding same (0.20).	10.20	8,047.80
15 Nov 2020	Bienenstock, Martin J.	206	Research, edit, review, and draft portions of reply to ERS bondholders' brief regarding security interests.	7.80	6,154.20
15 Nov 2020	Dale, Margaret A.	206	Continue review and revisions to draft replies to bondholders' responses to Rule 56(b) statement of undisputed facts (2.20); E-mails with R. Kim and J. Roche regarding same (0.50).	2.70	2,130.30
15 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	1.30	1,025.70
15 Nov 2020	Roche, Jennifer L.	206	Review and revise replies to lien scope statement of facts.	0.80	631.20
15 Nov 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (1.30); Revise memorandum regarding same (1.80).	3.10	2,445.90
16 Nov 2020	Bienenstock, Martin J.	206	Review, research, draft portions of, and edit brief regarding lien scope of ERS bondholders (7.30); Call with M. Dale and team regarding presentation for Board (0.50).	7.80	6,154.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
16 Nov 2020	Dale, Margaret A.	206	E-mails regarding Supreme Court denial of petition for certiorari related to section 552 decision (0.40); Conference call with J. Levitan, S. Weise, J. Roche, J. Esses, R. Kim, W. Dalsen and A. Muller regarding bondholder recovery scenarios (1.30); Conference call with M. Bienenstock, B. Rosen, E. Barak, J. Levitan, J. Esses and R. Kim regarding presentation for Board (0.50); Conference call with J. Levitan, J. Esses and R. Kim regarding presentation for Board (0.40); Review M. Bienenstock revisions to reply brief in support of summary judgment (0.40); Review and revise draft response to evidentiary objections posed by bondholders to C. Tirado evidence (0.50); E-mails with J. Roche and W. Dalsen regarding draft response to evidentiary objections to C. Tirado evidence (0.20).	3.70	2,919.30
16 Nov 2020	Roche, Jennifer L.	206	Conference with J. Esses and ERS team regarding case strategy and analysis of potential outcomes (1.30); Revise motion to exceed pages (0.20); E-mails with opposing counsel regarding motion to exceed pages (0.10); Analysis regarding draft lien scope reply brief and revisions thereto (2.40); Analyze and revise response to evidentiary objections (1.20); E-mails with M. Dale, W. Dalsen and R. Kim regarding reply brief filings (0.20).	5.40	4,260.60
16 Nov 2020	Dalsen, William D.	206	Revise draft responses to evidentiary objections pertaining to Tirado declaration (2.80).	2.80	2,209.20
17 Nov 2020	Rosen, Brian S.	206	Review latest draft of summary judgment pleadings (1.10).	1.10	867.90
17 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	1.90	1,499.10
17 Nov 2020	Roche, Jennifer L.	206	Revise draft summary judgment reply brief (0.50); E-mails to committees regarding draft reply brief (0.10); Review proposed edits to evidentiary objection response (0.20).	0.80	631.20

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18 Nov 2020	Bienenstock, Martin J.	206	Review and edit Board reply brief (2.70); Review and revise Board responses to defendants' objections to undisputed facts (1.40); Review and revise Board reply to defendants' evidentiary objections (0.80).	4.90	3,866.10
18 Nov 2020	Dale, Margaret A.	206	Review revised draft of reply brief on summary judgment (0.50); Review comments on reply brief from retiree committee (0.40); Review revised draft of response to bondholders' evidentiary objections to C. Tirado declaration (0.30); Work with J. Levitan, J. Esses, and Ernst Young to prepare historical information for N. Jaresko related to litigation over course of past 3 years (1.20); Review M. Bienenstock comments to replies to responses on ERS statement of undisputed facts (0.40).	2.80	2,209.20
18 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs and law regarding tracing issues and lien scope.	1.30	1,025.70
18 Nov 2020	Roche, Jennifer L.	206	Analysis regarding Section 552 decision and amounts that remain at issue (1.40); Analysis regarding evidentiary objections (0.70); Review and revise evidentiary objection response (0.20); E-mails with committee counsel regarding lien scope filings (0.20); E-mail with local counsel regarding lien scope briefing (0.10); Revise lien scope brief (0.70); Review proposed edits to evidentiary objections and response to statement of facts (0.30); Draft proposed revision to statement of facts (0.20); Review revised statement of facts (0.20); E-mails with R. Kim and M. Dale regarding lien scope filings and revisions thereto (0.10); E-mails with AAFAF counsel regarding evidentiary objections (0.10).	4.20	3,313.80
18 Nov 2020	Dalsen, William D.	206	Review revised responses to bondholders' evidentiary objections (0.70).	0.70	552.30

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18 Nov 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.90); E-mails with Brattle team regarding same (0.50); E-mails with M. Dale, Proskauer team and co-defendants' counsel regarding same (0.40); E-mails with M. Dale and Proskauer team regarding overall litigation strategy (0.60); Revise memorandum regarding same (0.60).	3.00	2,367.00
19 Nov 2020	Dale, Margaret A.	206	Review and finalize reply brief in support of summary judgment on lien scope, response to evidentiary objection and replies to responses to statement of undisputed facts (3.20); Review draft reply brief on ultra vires summary judgment motion (0.80); Review presentation to Board regarding ERS issues (0.20); E-mails with team to finalize reply papers (0.40).	4.60	3,629.40
19 Nov 2020	Rappaport, Lary Alan	206	Review Board reply in support of motion for summary judgment in ERS avoidance action, Bank of New York Mellon reply and response to motion to strike (0.50).	0.50	394.50
19 Nov 2020	Rosen, Brian S.	206	Review pleadings regarding cross-motions for summary judgment (2.70).	2.70	2,130.30
19 Nov 2020	Weise, Steven O.	206	Review revised draft brief in response to opposition briefs and law regarding lien scope.	0.80	631.20
19 Nov 2020	Roche, Jennifer L.	206	Finalize lien scope reply briefing and supporting documents (3.40); E-mails with local counsel to coordinate filing of same (0.20); E-mails with L. Silvestro regarding filing (0.10); Review ultra vires reply brief (1.00).	4.70	3,708.30
20 Nov 2020	Firestein, Michael A.	206	Review Board reply in ERS summary judgment for impact on other adversaries (0.60).	0.60	473.40
20 Nov 2020	Weise, Steven O.	206	Review opposition briefs.	3.40	2,682.60
20 Nov 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.10); E-mails with M. Dale and Board advisor regarding same (0.10).	0.20	157.80

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22 Nov 2020	Dalsen, William D.	206	Draft joint urgent motion to set oral argument for motions for summary judgment and Rule 12 motions concerning claims and administrative expense motions (1.50).	1.50	1,183.50
23 Nov 2020	Esses, Joshua A.	206	Review draft scheduling motion.	0.20	157.80
24 Nov 2020	Roche, Jennifer L.	206	Conference with M. Dale and litigation team regarding case status and strategy (0.80); Review and analyze motion to strike reply to response to separate statement of facts (0.40); Conference with J. Sosa regarding analysis regarding motion to strike (0.50); Analysis regarding bondholders lien scope reply brief (0.60).	2.30	1,814.70
24 Nov 2020	Dalsen, William D.	206	Draft urgent motion to set oral argument on summary judgment motions (1.60).	1.60	1,262.40
25 Nov 2020	Roche, Jennifer L.	206	Analysis regarding defendants reply brief in support of lien scope summary judgment brief (1.50); Conference with J. Levitan, M. Dale, R. Kim, W. Dalsen and J. Esses regarding ERS strategy and open issues (0.50); E-mails with same regarding same (0.30); Review and analyze motion to strike reply in support of separate statement (0.40).	2.70	2,130.30
25 Nov 2020	Dalsen, William D.	206	Revise draft urgent motion to set oral argument on summary judgment and claims/administrative expense motions (0.80).	0.80	631.20
29 Nov 2020	Roche, Jennifer L.	206	Analysis regarding motion to strike reply in support of statement of facts (1.60); Draft objection to motion to strike (3.80); E-mails with J. Sosa regarding same (0.20).	5.60	4,418.40
29 Nov 2020	Kim, Mee (Rina)	206	E-mails with M. Dale and Proskauer team regarding draft reply to motion to strike (0.10); E-mail with J. Roche regarding same (0.10); Review draft regarding same (0.20).	0.40	315.60
30 Nov 2020	Roche, Jennifer L.	206	Revise objection to motion to strike reply in support of statement of facts (1.60); E-mails with team regarding same (0.20); Draft outline for argument on lien scope summary judgment (1.50).	3.30	2,603.70

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30 Nov 2020	Dalsen, William D.	206	Revise objection to motion to strike plaintiffs' reply statement of material undisputed facts (0.90); Review revised draft motion to set oral argument on summary judgment motions and claims and administrative expense motions (0.70).	1.60	1,262.40
30 Nov 2020	Esses, Joshua A.	206	Review motion to set scheduling for ERS briefing.	0.10	78.90
30 Nov 2020	Sosa, Javier F.	206	Review draft of reply to motion to strike.	0.50	394.50
Documents Filed on Behalf of the Board Sub-Total				357.80	\$282,304.20
Non-Board Court Filings – 207					
02 Nov 2020	Rappaport, Lary Alan	207	Review bondholders' opposition to United States' motion for summary judgment in Altair v. United States Court of Claims' action (0.20).	0.20	157.80
04 Nov 2020	Dale, Margaret A.	207	Review bondholders' responses to our statement of facts and provide comments on replies to same (1.40); Review S. Weiss notes regarding UCC 9-332 (0.30); E-mails with J. Roche regarding response to UCC 9-332 arguments (0.20).	1.90	1,499.10
06 Nov 2020	Dale, Margaret A.	207	Review J. Levitan notes on bondholders' opposition brief for reply on summary judgment (0.20).	0.20	157.80
13 Nov 2020	Rappaport, Lary Alan	207	Review United States reply in support of motion for summary judgment (0.30).	0.30	236.70
16 Nov 2020	Firestein, Michael A.	207	Review U.S. Government reply on summary judgment regarding ERS bonds for impact on takings issues (0.30); Review ERS briefing urgent motion on summary judgment (0.10).	0.40	315.60
20 Nov 2020	Firestein, Michael A.	207	Review bondholder reply on ultra vires issues for impact on other adversaries (0.40); Review multiple filings on expert exclusion motion for impact in other actions by bondholders (0.20).	0.60	473.40
20 Nov 2020	Levitan, Jeffrey W.	207	Review response to motion to strike declaration (0.70); Review response to motion to strike Gonzales report (0.50); Review bondholders' ultra vires reply (0.90); Review BNY ultra vires reply (0.80).	2.90	2,288.10

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20 Nov 2020	Rappaport, Lary Alan	207	Review bondholder and committee reply briefs regarding ultra vires summary judgment motion (0.40).	0.40	315.60
23 Nov 2020	Dalsen, William D.	207	Review Court of Federal Claims order dismissing ERS Bondholders' case (0.60); Correspondence with team regarding Court of Claims decision (0.20).	0.80	631.20
24 Nov 2020	Dale, Margaret A.	207	Review bondholders' reply on lien scope motion for summary judgment (2.00); Review bondholders' motion to strike replies on statement of undisputed facts (0.50); Conference call with W. Dalsen and litigation team to discuss oral argument and new motion to strike (0.80); E-mails with M. Firestein, L. Rappaport and J. Roche regarding bondholders' motion to strike (0.30); Draft analysis of bondholders reply on lien (1.00); Review draft urgent motion to set oral argument on motions for summary judgment and Rule 12 motions related to administrative expense claims (0.30).	4.90	3,866.10
24 Nov 2020	Rappaport, Lary Alan	207	Review ERS bondholder motion to strike reply to statement of undisputed facts in support of motion for summary judgment and related e-mails with M. Dale, J. Roche and M. Firestein regarding analysis, strategy (0.30).	0.30	236.70
25 Nov 2020	Rosen, Brian S.	207	Review order regarding ERS motion to strike (0.10); Memorandum to M. Dale regarding same (0.10).	0.20	157.80
Non-Board Court Filings Sub-Total				13.10	\$10,335.90
Analysis and Strategy – 210					
01 Nov 2020	Levitan, Jeffrey W.	210	Review evidentiary objections to Tirado declaration (0.30); Review bondholders' 56(b) statement (0.80); Begin outline of reply brief (0.30).	1.40	1,104.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02 Nov 2020	Dale, Margaret A.	210	Meeting with W. Dalsen and team regarding summary judgment reply tasks (0.30); Review bondholders' evidentiary objections to Tirado declaration (0.50); E-mails with M. Pocha regarding bondholders' evidentiary objections to Tirado declaration (0.20).	1.00	789.00
02 Nov 2020	Levitan, Jeffrey W.	210	Review ultra vires 56(b) statements (1.10); Review bondholder's ultra vires brief (1.20); E-mails with L. Silvestro, W. Dalsen regarding Court of Claims case, review docket (0.50).	2.80	2,209.20
02 Nov 2020	Dalsen, William D.	210	Meeting with M. Dale and team regarding ERS case status and next steps (0.30).	0.30	236.70
02 Nov 2020	Kim, Mee (Rina)	210	Review bondholders' response to summary judgment filing (1.20); E-mails with M. Dale, J. Roche, A. Muller, M. Pocha and A. Mohan regarding same (0.10).	1.30	1,025.70
03 Nov 2020	Levitan, Jeffrey W.	210	Review government reply brief in Court of Claims case (1.30); Review bondholders' summary judgment opposition (0.40); Analyze bondholders' summary judgment reply regarding AUC and note responses (1.70).	3.40	2,682.60
03 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.30).	0.30	236.70
04 Nov 2020	Levitan, Jeffrey W.	210	E-mail W. Dalsen regarding court of claims (0.10); E-mail J. Roberts regarding certiorari petition (0.10); Review UBS joinder (0.10); E-mails with J. Roche, M. Dale regarding lien scope (0.40); Review outline of UCC issues (0.20); Analyze liens cope opposition brief prepare list of points for reply (1.70).	2.60	2,051.40
04 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.80); Revise memorandum regarding same (1.60).	2.40	1,893.60

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05 Nov 2020	Dale, Margaret A.	210	Review S. Weise notes regarding UCC provisions and points of law for reply brief (0.30); Conference call with S. Weise, J. Levitan, J. Roche, R. Kim and J. Esses to discuss reply brief in support of motion for summary judgment (1.60).	1.90	1,499.10
05 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.50); Videoconference with M. Dale and Proskauer team regarding same (1.60); Revise memorandum regarding same (1.50).	3.60	2,840.40
06 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.60).	0.60	473.40
07 Nov 2020	Dale, Margaret A.	210	Review S. Weise e-mail regarding UCC 9-332 and Tusa case (0.50).	0.50	394.50
07 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.20); Revise memorandum regarding same (2.70).	2.90	2,288.10
08 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.20); Review memorandum regarding same (0.50).	0.70	552.30
09 Nov 2020	Dalsen, William D.	210	Team meeting with M. Dale regarding case status and next steps (0.30).	0.30	236.70
09 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.70); Videoconference with M. Dale and Proskauer team regarding same (0.30); Review and revise memoranda regarding same (3.60).	4.60	3,629.40
10 Nov 2020	Dalsen, William D.	210	Correspondence with M. Dale regarding Court of Claims case (0.10); Correspondence with counsel to United States regarding Court of Claims case (0.10).	0.20	157.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.50); E-mails with J. Roche regarding same (0.10); E-mails with A. Muller regarding same (0.40); Review and revise memoranda regarding same (4.60).	5.60	4,418.40
11 Nov 2020	Levitan, Jeffrey W.	210	Teleconference with C. Carney and W. Dalsen regarding Court of Claims.	0.50	394.50
11 Nov 2020	Dalsen, William D.	210	Correspondence with counsel to United States regarding Court of Claims case (0.10); Call with counsel to the United States regarding Court of Claims case (0.30); Correspondence with M. Dale regarding Court of Claims case (0.20).	0.60	473.40
11 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (0.80); E-mails with A. Muller regarding same (0.30); Review and revise memoranda regarding same (2.60).	3.70	2,919.30
12 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (1.30); E-mails with S. Weise regarding same (0.10); E-mails with J. Roche regarding same (0.20); Review and revise memoranda regarding same (6.40); Videoconference with M. Dale and Proskauer team regarding same (0.90).	8.90	7,022.10
13 Nov 2020	Dale, Margaret A.	210	Teleconference with J. Levitan regarding draft reply brief (0.10); Review additional revisions by S. Weise to draft reply brief (0.20); Continue review and revisions to draft replies to bondholders' responses to Rule 56(b) statement of undisputed facts (2.00); Review draft response to evidentiary objections posed by bondholders to Tirado evidence (0.50).	2.80	2,209.20
13 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (1.70); Review and revise memoranda regarding same (7.10).	8.80	6,943.20

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14 Nov 2020	Dalsen, William D.	210	Correspondence with M. Dale and J. Roche regarding response to evidentiary objections for summary judgment briefing (0.10).	0.10	78.90
14 Nov 2020	Esses, Joshua A.	210	Review e-mails with M. Dale and team regarding ERS litigation.	0.10	78.90
16 Nov 2020	Barak, Ehud	210	Call with M. Bienenstock and team regarding settlement of ERS claims (0.50); Calls and e-mails with J. Levitan regarding same and related issues (0.40).	0.90	710.10
16 Nov 2020	Levitan, Jeffrey W.	210	Review 56(b) statement reply (0.90); Analyze recovery scenarios, review e-mails regarding certiorari denial, e-mails B. Rosen regarding settlement analysis (0.50); Teleconference M. Dale regarding possible litigation outcomes (0.20); Participate in call with J. Esses and team regarding litigation recovery scenarios (1.30); Teleconference B. Rosen and team regarding litigation scenarios (0.60); Teleconference R. Kim and team regarding preparation of Board materials (0.40); Compare February PJT analysis with expert report summary (0.70); Review R. Kim draft of Board materials (0.30); Analysis of potential settlement proposals and litigation outcomes (1.40).	6.30	4,970.70
16 Nov 2020	Weise, Steven O.	210	Conference with M. Dale and team regarding settlement analysis.	1.30	1,025.70
16 Nov 2020	Dalsen, William D.	210	Correspondence with team regarding Supreme Court denial of Bondholder petition for certiorari (0.10); Meeting with M. Dale and team regarding case status and next steps following denial of bondholders' petition for certiorari (1.30).	1.40	1,104.60
16 Nov 2020	Esses, Joshua A.	210	Call with M. Dale and group on litigation scenarios (1.30); Review litigation scenarios (0.40); Call with M. Bienenstock and team regarding same (0.50); Draft bondholders litigation scenarios presentation (1.50); Call with M. Dale, J. Levitan, and R. Kim regarding same (0.40).	4.10	3,234.90

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16 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply strategy (1.00); E-mails with M. Dale and Proskauer team regarding overall litigation strategy (0.30); Revise memorandum regarding same (3.80); Videoconference with M. Dale and Proskauer team regarding same (1.30); Videoconference with M. Bienenstock and Proskauer team regarding same (0.50); Call with M. Dale, J. Levitan, and J. Esses regarding presentation for Board (0.40).	7.30	5,759.70
16 Nov 2020	Muller, Ariella E.	210	Meeting with M. Dale and team to discuss recovery scenarios.	1.30	1,025.70
17 Nov 2020	Dale, Margaret A.	210	Teleconference with J. Levitan regarding settlement options (0.30); Review and revise slides for Board presentation (0.50); Review M. Bienenstock edits to reply brief in support of summary judgment (0.50); Review revised draft of summary judgment brief with additional edits (0.60).	1.90	1,499.10
17 Nov 2020	Levitan, Jeffrey W.	210	Review revisions and comments to lien scope reply brief (0.90); Teleconference M. Dale regarding lien scope briefs and pleadings (0.30); Review note comments on Board presentation, prepare inserts (1.60); Teleconference J. Esses regarding revisions to Board presentation (1.30); Review PJT and AAFAF asset analysis (0.40); Review revisions and comments to Board presentation (0.60); Review R. Kim comments to Board presentation, e-mails R. Kim regarding same (0.50); Participate in call with B. Rosen, PJT and Ernst Young representatives regarding Board presentation (0.90); Prepare for call with N. Jaresko regarding litigation status, Board presentation (0.30); Participate in call with N. Jaresko and team regarding Board presentation, litigation status, potential settlement structure (1.30).	8.10	6,390.90
17 Nov 2020	Rappaport, Lary Alan	210	Review signature and errata pages for deposition, related e-mails M. Dale and L. Stafford (0.10).	0.10	78.90

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17 Nov 2020	Dalsen, William D.	210	Correspondence with counsel to United States regarding Supreme Court denial of bondholders' petition for certiorari (0.10); Correspondence with J. Esses regarding bondholders' Court of Federal Claims action (0.10).	0.20	157.80
17 Nov 2020	Esses, Joshua A.	210	Draft bondholders litigation scenarios presentation (3.00); Call with J. Levitan on litigation presentation (1.30); Calls with B. Rosen regarding same (0.50); Review financial advisor presentations on ERS assets (0.70); Call with Board on ERS issues (1.20).	6.70	5,286.30
17 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, Proskauer team and co-defendants' counsel regarding summary judgment reply strategy (0.10); E-mails with M. Dale and Proskauer team regarding overall litigation strategy (0.90); Revise memorandum regarding same (1.30); Videoconference with J. Esses, Proskauer team and Board consultants regarding same (1.20).	3.50	2,761.50
18 Nov 2020	Levitan, Jeffrey W.	210	Review revised Board presentation (0.80); Edit Board presentation (0.40); E-mails with J. Esses and B. Rosen regarding Board presentation (0.50); Teleconferences with M. Dale regarding lien scope (0.20); Review revisions to lien scope brief, evidentiary objections, 56(b) response (0.50).	2.40	1,893.60
18 Nov 2020	Dalsen, William D.	210	Correspondence with M. Dale and J. Roche regarding ERS case status and revised evidentiary objections (0.20); Correspondence with counsel to AAFAF regarding revised evidentiary objections (0.10).	0.30	236.70
18 Nov 2020	Esses, Joshua A.	210	E-mails with J. Levitan on bondholder presentation (0.10); Call with B. Rosen on bondholder presentation (0.20); Draft bondholder presentation (2.30); Call with B. Rosen on presentation (0.30).	2.90	2,288.10

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19 Nov 2020	Levitan, Jeffrey W.	210	Review revised Board materials, e-mails with B. Rosen regarding same (0.40); Review draft ultra vires reply brief (1.20); E-mails with W. Dalsen regarding revisions to ultra vires brief and 56(b) response (0.50); Review committee comments to ultra vires brief (0.30); E-mails and teleconference with J. Esses regarding Board meeting (0.20).	2.60	2,051.40
19 Nov 2020	Dalsen, William D.	210	Correspondence with J. Levitan and M. Dale regarding ultra-vires brief (0.20); Correspondence with counsel to SCC regarding ultra-vires brief (0.30); Review ultra-vires response to statement of additional facts (0.40).	0.90	710.10
20 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, Proskauer team regarding summary judgment reply strategy (0.10); E-mails with M. Dale and Proskauer team regarding overall litigation strategy (0.30); Revise memorandum regarding same (1.00); E-mails with J. Roche regarding same (0.30).	1.70	1,341.30
23 Nov 2020	Dale, Margaret A.	210	Teleconference with J. Levitan regarding lien scope summary judgment replies (0.20); Review Court of Federal Claims decision against ERS bondholders, granting motion to dismiss (0.90).	1.10	867.90
23 Nov 2020	Levitan, Jeffrey W.	210	Analyze Court of Claims decision (1.10); E-mail E. Barak and team, and e-mails with C. Carney regarding Court of claims decision (0.40); Analyze bondholders' lien scope reply (1.80); Review retiree committee lien scope joinder (0.10); Teleconference with M. Dale regarding lien scope, hearing issues (0.20); E-mails with B. Rosen, W. Evarts regarding press inquiry (0.50).	4.10	3,234.90
23 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding summary judgment reply.	0.30	236.70
24 Nov 2020	Firestein, Michael A.	210	Review and draft e-mail with M. Dale on motion to strike regarding separate statement (0.20).	0.20	157.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
24 Nov 2020	Levitan, Jeffrey W.	210	Review bondholders' motion to strike, and e-mail M. Dale regarding same (0.20); Review draft informative motion regarding oral argument, and e-mails with W. Dalsen regarding same (0.50); Draft outline of oral argument on motions (1.30); Teleconference with J. Esses regarding hearing script (0.20); E-mails with M. Dale regarding motion to strike, argument (0.20); Review bondholders' joinder to Ambac 2004 (0.10).	2.50	1,972.50
24 Nov 2020	Dalsen, William D.	210	Team meeting with M. Dale regarding motions for summary judgment in lien scope and ultra vires proceedings, oral argument, and next steps (0.80); Correspondence with J. Levitan and J. Esses regarding motion to set oral argument for pending ERS motions (0.30).	1.10	867.90
24 Nov 2020	Esses, Joshua A.	210	Draft outline for oral argument for claims issues (0.20); Discuss same with J. Levitan (0.20).	0.40	315.60
24 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Board consultants regarding litigation strategy (0.10); Videoconference with M. Dale and Proskauer team regarding same (0.80); E-mails with M. Dale regarding same (0.10); E-mails with W. Dalsen regarding same (0.10); E-mails with M. Dale and Proskauer team regarding same (0.60); Review memoranda regarding same (0.30).	2.00	1,578.00
24 Nov 2020	Sosa, Javier F.	210	Call with J. Roche to discuss research to respond to motion to strike.	0.50	394.50
25 Nov 2020	Dale, Margaret A.	210	Conference call with J. Levitan, J. Roche, W. Dalsen, J. Esses and R. Kim regarding urgent motion to set oral argument on motions for summary judgment and Rule 12 motions regarding claims (0.50); Review revised draft motion to set oral argument (0.30).	0.80	631.20

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25 Nov 2020	Levitan, Jeffrey W.	210	Review drafts of motion regarding argument scheduling (0.60); Draft agenda for team call (0.20); Participate in call with M. Dale and team regarding open items (0.50); E-mail W. Dalsen regarding revisions to scheduling motion (0.30); Review UBS ultra vires joinder (0.10).	1.70	1,341.30
25 Nov 2020	Dalsen, William D.	210	Team call with M. Dale regarding case status, motion to set oral argument, and summary judgment briefing (0.50).	0.50	394.50
25 Nov 2020	Esses, Joshua A.	210	Call with M. Dale and team on ERS scheduling issues (0.50); Review of related pleadings (0.10).	0.60	473.40
25 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding litigation strategy (0.50); Videoconference with M. Dale and Proskauer team regarding same (0.50); E-mails with M. Dale, D. Brown and Board consultants regarding same (0.10); Review memoranda regarding same (0.30).	1.40	1,104.60
30 Nov 2020	Dale, Margaret A.	210	Conference call with W. Dalsen and R. Kim regarding oral argument on motions for pending motions (0.30); Call with J. Levitan regarding urgent motion to set oral argument on pending motions (0.20); Review and revise draft opposition to bondholders' motion to strike plaintiffs' reply to bondholders' responses to statements of undisputed fact (1.10); E-mails with common interest group regarding motion to set oral argument and procedures related to same (0.30); Review cases cited in draft opposition to bondholders' motion to strike (0.80); E-mails with J. Roche and J. Levitan regarding draft opposition to motion to strike (0.20); Review revised draft opposition to bondholders' motion to strike plaintiffs' reply (0.50).	3.40	2,682.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30 Nov 2020	Levitan, Jeffrey W.	210	Review committee comments and e-mails regarding motion setting hearing (0.30); E-mail and teleconference with M. Dale regarding hearing (0.30); Review draft reply motion to strike 56(b) reply, and e-mails with J. Roche regarding same (0.50).	1.10	867.90
30 Nov 2020	Dalsen, William D.	210	Meeting with M. Dale and R. Kim regarding pending motions (0.30); Correspondence with L. Stafford and J. Esses regarding coordinating with chambers to schedule oral argument (0.20).	0.50	394.50
30 Nov 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding draft reply to motion to strike (0.40); Videoconference with M. Dale and W. Dalsen regarding same (0.30); E-mail with M. Dale regarding litigation strategy (0.20); E-mails with M. Dale and Board consultants regarding same (0.10); E-mails with M. Dale, Proskauer team and common interest team regarding same (0.10).	1.10	867.90
Analysis and Strategy Sub-Total				139.10	\$109,749.90
General Administration – 212					
02 Nov 2020	Silvestro, Lawrence T.	212	Review Court of Federal Claims docket to locate requested filings for circulation (1.80).	1.80	486.00
06 Nov 2020	Chernus, Eric R.	212	Send received production to vendor with loading and foldering instructions (0.30).	0.30	81.00
11 Nov 2020	Schaefer, Shealeen E.	212	Update case databases to incorporate discovery related materials and correspondence.	2.20	594.00
13 Nov 2020	Silvestro, Lawrence T.	212	Review summary judgment reply to identify cited court documents (0.90); Collect said documents (1.90).	2.80	756.00
14 Nov 2020	Hoffman, Joan K.	212	Cite-check reply brief in support of summary judgment.	11.30	3,051.00
15 Nov 2020	Hoffman, Joan K.	212	Cite-check reply brief (7.20); Prepare table of authorities to reply brief (3.50).	10.70	2,889.00
16 Nov 2020	Schaefer, Shealeen E.	212	Update case records to incorporate discovery related correspondence and documents.	1.80	486.00

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17 Nov 2020	Hoffman, Joan K.	212	Andalusian: Review Westlaw for updated Andalusian's subsequent history (0.20); Send J. Roche Westlaw case regarding subsequent history of Andalusian (0.20).	0.40	108.00
17 Nov 2020	Schaefer, Shealeen E.	212	Update master production indexes to include additional information regarding productions and document details.	1.90	513.00
17 Nov 2020	Schaefer, Shealeen E.	212	Update case database to incorporate additional case records and correspondence.	1.20	324.00
19 Nov 2020	Silvestro, Lawrence T.	212	Review title III and adversary dockets to collect and conform all summary judgment briefing (1.20).	1.20	324.00
20 Nov 2020	Silvestro, Lawrence T.	212	Review defendants' lien scope reply to identify, retrieve and organize authorities not cited opening motion for summary judgment and opposition (1.40).	1.40	378.00
General Administration Sub-Total				37.00	\$9,990.00

Plan of Adjustment and Disclosure Statement – 215

16 Nov 2020	Rosen, Brian S.	215	Conference call with M. Dale, J. Esses, and team, regarding ERS pleadings/issues (0.50); Review latest draft of brief (0.80); Review one page analysis of positions/results (0.10); Review J. Peterson memorandum regarding assets/certiorari decision (0.10); Memorandum to J. Levitan regarding same (0.10); Memorandum to J. Peterson regarding same (0.10); Teleconference with N. Jaresko regarding same (0.40); Memorandum to N. Jaresko regarding same (0.10); Review J. Peterson memorandum regarding proposal (0.10); Memorandum to J. Levitan regarding same (0.10); Review expert report charts regarding assets (0.30); Teleconference with W. Evarts regarding same (0.20); Memorandum to Ernst Young and PJT regarding same (0.10).	3.00	2,367.00
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17 Nov 2020	Rosen, Brian S.	215	Review N. Jaresko memorandum regarding ERS memorandum (0.20); Memorandum to N. Jaresko regarding same (0.10); Memorandum to M. Dale and team regarding analysis preparation (0.10); Memorandum to Ernst Young regarding same (0.10); Conference call with Ernst Young, PJT, et al. regarding same (0.50); Review J. Esses memorandum regarding slides (0.10); Memorandum to J. Esses regarding same (0.10); Review draft slides (0.30); Review PJT materials regarding same (0.30); Memorandum to J. Esses and Proskauer team regarding same (0.10); Revise litigation slides (0.40); Memorandum to J. Esses regarding same (0.10); Revise litigation slides (0.30); Review J. Esses memorandum regarding slides (0.10); Memorandum to J. Esses regarding USA action (0.10); Teleconference with J. Esses regarding slides (0.30); Conference call with PJT, Citi, et al., regarding same (0.60); Teleconference with N. Jaresko regarding same (0.40); Teleconference with J. Esses regarding same (0.20).	4.40	3,471.60

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18 Nov 2020	Rosen, Brian S.	215	Review J. Levitan memorandum regarding slide presentation (0.10); Memorandum to J. Levitan regarding same (0.10); Review J. Levitan memorandum regarding ERS slide/impairment (0.10); Memorandum to J. Levitan regarding same (0.10); Teleconference with J. Esses regarding revisions (0.20); Memorandum with J. Levitan regarding same (0.10); Revise ERS materials and distribute (0.30); Review comments regarding same (0.40); Teleconference with S. Zelin regarding setting bonds (0.40); Review J. Esses memorandum regarding bond prices (0.10); Memorandum to J. Esses regarding same (0.10); Revise slides (0.60); Memorandum with PJT regarding changes (0.20); Memorandum to N. Jaresko regarding slides (0.10); Teleconference with N. Jaresko regarding same (0.30); Revise materials (0.30); Teleconference with J. Esses regarding same (0.30); Memorandum to M. Bienenstock regarding proposal (0.10); Review same (0.10); Review N. Jaresko memorandum regarding slides (0.10); Review Ernst Young changes (0.20).	4.30	3,392.70
19 Nov 2020	Rosen, Brian S.	215	Review ERS proposal (0.10); Memorandum to M. Bienenstock regarding same (0.10).	0.20	157.80
Plan of Adjustment and Disclosure Statement Sub-Total				11.90	\$9,389.10
Employment and Fee Applications – 218					
18 Nov 2020	Petrov, Natasha B.	218	Continue drafting Proskauer tenth interim fee application (0.70); Draft exhibits to same (0.70).	1.40	378.00
24 Nov 2020	Petrov, Natasha B.	218	Continue drafting Proskauer tenth interim fee application (1.10); Draft exhibits to same (1.30).	2.40	648.00
Employment and Fee Applications Sub-Total				3.80	\$1,026.00

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 101 of 162

Invoice Date
Invoice Number08 Jan 2021
21009808

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Barak, Ehud	3.40	789.00	2,682.60
Bienenstock, Martin J.	37.20	789.00	29,350.80
Dale, Margaret A.	48.60	789.00	38,345.40
Firestein, Michael A.	1.80	789.00	1,420.20
Levitan, Jeffrey W.	78.20	789.00	61,699.80
Rappaport, Lary Alan	1.80	789.00	1,420.20
Rosen, Brian S.	16.90	789.00	13,334.10
Weise, Steven O.	91.10	789.00	71,877.90
Total Partner	279.00		\$ 220,131.00
<u>Senior Counsel</u>			
Roche, Jennifer L.	103.40	789.00	81,582.60
Total Senior Counsel	103.40		\$ 81,582.60
<u>Associate</u>			
Dalsen, William D.	16.20	789.00	12,781.80
Esses, Joshua A.	22.20	789.00	17,515.80
Kim, Mee (Rina)	77.60	789.00	61,226.40
Muller, Ariella E.	27.70	789.00	21,855.30
Sosa, Javier F.	7.50	789.00	5,917.50
Total Associate	151.20		\$ 119,296.80
<u>Legal Assistant</u>			
Hoffman, Joan K.	22.40	270.00	6,048.00
Petrov, Natasha B.	3.80	270.00	1,026.00
Schaefer, Shealeen E.	7.10	270.00	1,917.00
Silvestro, Lawrence T.	7.20	270.00	1,944.00
Total Legal Assistant	40.50		\$ 10,935.00
<u>Practice Support</u>			
Chernus, Eric R.	0.30	270.00	81.00
Total Practice Support	0.30		\$ 81.00
Professional Fees	574.40		\$ 432,026.40

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 102 of 162

Invoice Date
Invoice Number08 Jan 2021
21009808

Description of Disbursements			
<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Reproduction Color			
10 Nov 2020	Dale, Margaret A.	Reproduction Color	10.80
Total Reproduction Color			10.80
Reproduction			
10 Nov 2020	Dale, Margaret A.	Reproduction	1.10
Total Reproduction			1.10
Lexis			
23 Oct 2020	Schaefer, Shealeen E.	LEXIS Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	99.00
29 Oct 2020	Schaefer, Shealeen E.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	693.00
Total Lexis			792.00
Westlaw			
19 Oct 2020	Roche, Jennifer L.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 12 Lines Printed	502.00
24 Oct 2020	Hoffman, Joan K.	WESTLAW Connect and Comm Time - 0:00:00 WestChk and Other Trans - 78 Lines Printed	2,124.00
26 Oct 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 14 Lines Printed - 0	143.00
26 Oct 2020	Muller, Ariella E.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 10 Lines Printed - 0	1,241.00
27 Oct 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 4 Lines Printed - 0	143.00
28 Oct 2020	Monforte, Angelo	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 97 Lines Printed - 0	1,405.00
30 Oct 2020	McPeck, Dennis T.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 9 Lines Printed - 0	286.00
16 Nov 2020	Dalsen, William D.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 11 Lines Printed - 0	122.00
Total Westlaw			5,966.00
Messenger/Delivery			
23 Oct 2020	Dalsen, William D.	MESSENGER/DELIVERY Delivery Delivery Services - William Dalsen Returning books used for deposition prep to expert witness	34.90
Total Messenger/Delivery			34.90
Outside Reproduction			
26 Oct 2020	Roberts, John E.	Vendor: Counsel Press LLC; Invoice#: 0009116129; Date: 10/26/2020 - File No 297905 US Supreme Court Andalusian Global v Financial Oversight Brief in Opposition	4,787.00
Total Outside Reproduction			4,787.00

Client Name	FOMB (33260)	Exhibit B	Page 103 of 162	Invoice Date	08 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21009808

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Practice Support Vendors			
09 Nov 2020	Bienenstock, Martin J.	Vendor: Ld Lower Holidngs Inc; Invoice#: P0100150399; Date: 11/9/2020 - Active Hosting.	3,174.00
Total Practice Support Vendors			3,174.00

Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	6,758.00
Copying & Printing	4,798.90
Delivery Services	34.90
Practice Support Vendors	3,174.00
Total Disbursements	\$ 14,765.80

Total Billed	\$ 446,792.20
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UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

No. 17 BK 3283-LTS

as representative of

(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

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IN RE:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

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**COVER SHEET TO FORTY-FIFTH MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:

Proskauer Rose LLP (“Proskauer”)

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Authorized to Provide
Professional Services to:

Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought:

December 1, 2020 through December 31, 2020

Amount of compensation sought
as actual, reasonable and necessary:

\$67,098.60

Amount of expense reimbursement sought
as actual, reasonable and necessary:

\$21,302.60

Total Amount for these Invoices:


\$88,401.20

This is a: X monthly ___ interim ___ final application.

This is Proskauer's 45th monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for December 2020.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On January 28, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantonio Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period December 2020

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	6.00	\$4,734.00
206	Documents Filed on Behalf of the Board	6.30	\$4,970.70
207	Non-Board Court Filings	3.00	\$2,367.00
210	Analysis and Strategy	68.10	\$53,730.90
212	General Administration	3.40	\$918.00
218	Employment and Fee Applications	1.40	\$378.00
Total		88.20	\$67,098.60

Summary of Legal Fees for the Period December 2020

ACROSS ALL ERS-RELATED MATTERS

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian S. Rosen	Partner	BSGR & B	\$789.00	1.10	\$867.90
Jeffrey W. Levitan	Partner	BSGR & B	\$789.00	13.10	\$10,335.90
Lary Alan Rappaport	Partner	Litigation	\$789.00	0.50	\$394.50
Margaret A. Dale	Partner	Litigation	\$789.00	7.40	\$5,838.60
Martin J. Bienenstock	Partner	BSGR & B	\$789.00	1.20	\$946.80
Michael A. Firestein	Partner	Litigation	\$789.00	0.50	\$394.50
Paul Possinger	Partner	BSGR & B	\$789.00	0.30	\$236.70
Steven O. Weise	Partner	Corporate	\$789.00	1.10	\$867.90
Timothy W. Mungovan	Partner	Litigation	\$789.00	0.10	\$78.90
Jennifer L. Roche	Senior Counsel	Litigation	\$789.00	37.80	\$29,824.20
Ariella Muller	Associate	Litigation	\$789.00	4.90	\$3,866.10
Brooke C. Gottlieb	Associate	Litigation	\$789.00	1.50	\$1,183.50
Mee R. Kim	Associate	Litigation	\$789.00	8.90	\$7,022.10
William D. Dalsen	Associate	Litigation	\$789.00	5.00	\$3,945.00
TOTAL				83.40	\$65,802.60

Summary of Legal Fees for the Period December 2020

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Angelo Monforte	Legal Assistant	Litigation	\$270.00	0.30	\$81.00
Joan K. Hoffman	Legal Assistant	Litigation	\$270.00	2.90	\$783.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$270.00	0.20	\$54.00
Natasha Petrov	Legal Assistant	BSGR & B	\$270.00	1.40	\$378.00
TOTAL				4.80	\$1,296.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 88.20	<u>Fees</u> \$67,098.60
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Summary of Disbursements for the period December 2020

ACROSS ALL ERS-RELATED MATTERS

EXPENSE CATEGORY	AMOUNTS
Lexis	\$2,149.00
Westlaw	\$19,069.00
Messenger/Delivery	\$34.50
Other Database Research (Pacer)	\$50.10
TOTAL	\$21,302.60

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$60,388.74 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$21,302.60) in the total amount of \$81,691.34.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 115 of 162

Invoice Date
Invoice Number28 Jan 2021
21014643**Task Summary**

Task	Hours	<u>Fees Incurred</u>
202 Legal Research	6.00	4,734.00
206 Documents Filed on Behalf of the Board	6.30	4,970.70
207 Non-Board Court Filings	3.00	2,367.00
210 Analysis and Strategy	68.10	53,730.90
212 General Administration	3.40	918.00
218 Employment and Fee Applications	1.40	378.00
Total Fees	88.20	\$ 67,098.60

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 116 of 162

Invoice Date
Invoice Number28 Jan 2021
21014643

Description of Services Rendered					
<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Legal Research – 202					
02 Dec 2020	Gottlieb, Brooke G.	202	Research whether a party can argue inconsistent interpretations of contract language in one proceeding (1.50).	1.50	1,183.50
02 Dec 2020	Muller, Ariella E.	202	Research bounds of alternative pleadings standard to understand whether bondholders can argue inconsistent interpretations of terms in the bond resolution (2.10).	2.10	1,656.90
03 Dec 2020	Muller, Ariella E.	202	Analyze new cases cited in bondholders' reply brief (1.30); Draft e-mail memorandum distinguishing cases and highlighting potential counter-arguments (1.10).	2.40	1,893.60
Legal Research Sub-Total				6.00	\$4,734.00
Documents Filed on Behalf of the Board – 206					
01 Dec 2020	Dale, Margaret A.	206	E-mails with J. Levitan and J. Roche regarding opposition to bondholders motion to strike (0.20); Review revised draft of opposition to motion to strike (0.30).	0.50	394.50
04 Dec 2020	Roche, Jennifer L.	206	Revise objection to motion to strike.	0.30	236.70
07 Dec 2020	Dalsen, William D.	206	Review draft opposition to motion to strike Rule 56 reply (0.60).	0.60	473.40
08 Dec 2020	Firestein, Michael A.	206	Review Board reply on separate statement motion to strike for impact on other summary judgment motions (0.20).	0.20	157.80
08 Dec 2020	Rappaport, Lary Alan	206	Review ERS/Board objection to defendants' motion to strike reply to statement of undisputed facts in ERS motion for summary judgment (ERS avoidance action) (0.20).	0.20	157.80

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 117 of 162

Invoice Date
Invoice Number28 Jan 2021
21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08 Dec 2020	Roche, Jennifer L.	206	Revise objection for motion to strike (1.50); E-mails with co-plaintiff counsel regarding proposed edits to objection (0.10); Finalize and coordinate filing of objection to motion to dismiss (0.30); E-mails with M. Dale and J. Levitan regarding objection (0.10); Draft outline for argument on lien scope summary judgment (2.50).	4.50	3,550.50
Documents Filed on Behalf of the Board Sub-Total				6.30	\$4,970.70
Non-Board Court Filings – 207					
03 Dec 2020	Dalsen, William D.	207	Review reply papers in support of motion to strike and to exclude expert witness (1.20).	1.20	946.80
06 Dec 2020	Bienenstock, Martin J.	207	Review and comment on ERS bondholders' objection to ERS reply regarding bondholders' response to ERS' statement of undisputed facts.	1.20	946.80
15 Dec 2020	Firestein, Michael A.	207	Review reply on motion to strike separate statement response for impact on other adversaries (0.30).	0.30	236.70
15 Dec 2020	Rappaport, Lary Alan	207	Review defendants' reply in support of motion to strike reply to response to statement of undisputed facts (0.30).	0.30	236.70
Non-Board Court Filings Sub-Total				3.00	\$2,367.00
Analysis and Strategy – 210					
01 Dec 2020	Levitan, Jeffrey W.	210	Review revised response to motion to strike, e-mails M.. Dale regarding same (0.50); Review e-mails regarding joinders (0.10).	0.60	473.40
01 Dec 2020	Roche, Jennifer L.	210	Draft outline for lien scope summary judgment argument (3.50); E-mails with A. Muller regarding research regarding defendants' summary judgment reply brief (0.10); E-mails with M. Dale and J. Levitan regarding objection to motion to strike (0.10); E-mail to M. Bienenstock regarding objection to motion to strike (0.10).	3.80	2,998.20

Client Name	FOMB (33260)	Exhibit B	Page 118 of 162	Invoice Date	28 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02 Dec 2020	Levitan, Jeffrey W.	210	Review e-mails, teleconference L. Stafford, e-mails M. Dale regarding argument on pending motions (0.50); Review reply regarding motion to strike Faith declaration (0.70); Review draft reply regarding motion to exclude Gonzalez report (0.40).	1.60	1,262.40
02 Dec 2020	Roche, Jennifer L.	210	E-mail with M. Dale and W. Dalsen regarding oral argument on pending motion (0.10); Draft outline for oral argument (4.50).	4.60	3,629.40
02 Dec 2020	Dalsen, William D.	210	Correspondence with L. Stafford regarding ERS motion hearing date (0.10); Correspondence with M. Dale and J. Roche regarding ERS motion hearing date (0.20).	0.30	236.70
03 Dec 2020	Levitan, Jeffrey W.	210	Review revisions, comments and e-mails regarding motion to strike Faith declaration (0.50); Review revisions, comments and e-mails regarding motion to strike Gonzalez report (0.50); E-mails S. Weise regarding ultra vires motions (0.10).	1.10	867.90
03 Dec 2020	Mungovan, Timothy W.	210	E-mail from B. Rosen concerning summary judgment motions and timing of hearing (0.10).	0.10	78.90
03 Dec 2020	Rosen, Brian S.	210	Teleconference with M. Dale regarding ERS pleadings (0.20); Memorandum to M. Bienenstock regarding same (0.10).	0.30	236.70
03 Dec 2020	Kim, Mee (Rina)	210	E-mails with A. Mohan regarding ERS expert reports.	0.20	157.80
04 Dec 2020	Dale, Margaret A.	210	E-mails with R. Kim and M. Pocha regarding ERS investments and liquidation of same (0.30).	0.30	236.70
04 Dec 2020	Levitan, Jeffrey W.	210	Review e-mails and analysis, e-mails and teleconference R. Kim regarding ERS cash.	0.50	394.50
04 Dec 2020	Weise, Steven O.	210	Review issues regarding Argiz.	1.10	867.90
04 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, Proskauer team and M. Pocha regarding lien scope litigation strategy (0.40); E-mails with M. Dale and Proskauer team regarding same (0.50); Teleconference with J. Levitan regarding same (0.10); Teleconference with M. Pocha regarding same (0.20).	1.20	946.80

Client Name	FOMB (33260)	Exhibit B	Page 119 of 162	Invoice Date	28 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06 Dec 2020	Dale, Margaret A.	210	E-mails with M. Bienenstock regarding opposition to bondholders' motion to strike replies on statement of undisputed facts.	0.20	157.80
07 Dec 2020	Dale, Margaret A.	210	Conference call with R. Kim, B. Rosen, J. Levitan and S. Weise regarding ERS use of funds (0.40); Conference call with W. Dalsen and litigation team regarding summary judgment motions and opposition to bondholder motion to strike related to statement of undisputed facts (0.40); Review and revise draft opposition to bondholders' motion to strike plaintiffs' response to bondholders' response to statement of undisputed facts (0.90); Review e-mail to Ernst Young regarding ERS use of funds (0.20).	1.90	1,499.10
07 Dec 2020	Levitan, Jeffrey W.	210	Teleconference with B. Rosen and team regarding ERS cash issues (0.40); E-mails R. Kim regarding ERS cash issues (0.20).	0.60	473.40
07 Dec 2020	Rosen, Brian S.	210	Conference call with R. Kim, J. Levitan, and M. Dale regarding ERS use of funds (0.40).	0.40	315.60
07 Dec 2020	Roche, Jennifer L.	210	Conference with M. Dale and litigation team regarding case status and strategy (0.30); Revise objection to motion to strike (2.00); E-mails with M. Dale, J. Levitan and W. Dalsen regarding objection to motion to strike (0.20); E-mails with co-plaintiff counsel regarding objection and edits thereto (0.10).	2.60	2,051.40
07 Dec 2020	Dalsen, William D.	210	Weekly team meeting with M. Dale regarding ERS case status and next steps (0.30).	0.30	236.70

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

Exhibit B Page 120 of 162

Invoice Date
Invoice Number28 Jan 2021
21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07 Dec 2020	Kim, Mee (Rina)	210	Videoconference with M. Dale, J. Levitan, B. Rosen and Proskauer team regarding ERS cash (0.40); E-mails with M. Dale and J. Levitan regarding same (0.20); E-mails with M. Dale, J. Levitan and Ernst Young team regarding same (0.20); Videoconference with M. Dale and Proskauer team regarding litigation strategy (0.30); E-mails with M. Dale and Proskauer team regarding same (0.60); E-mails with W. Dalsen regarding same (0.10); E-mails with J. Roche regarding same (0.60).	2.40	1,893.60
07 Dec 2020	Muller, Ariella E.	210	Call with M. Dale and team to discuss status of case and next steps (0.40).	0.40	315.60
08 Dec 2020	Dale, Margaret A.	210	Conference call with Ernst Young, J. Levitan and R. Kim regarding ERS accounts (0.60); Review Ernst Young spreadsheet regarding ERS accounts (0.20); E-mails with J. Levitan and R. Kim regarding bondholder collateral (0.20); Review final brief in opposition to bondholder motion to strike related to statement of undisputed facts (0.30); E-mails with J. Roche regarding comments to and finalizing opposition to bondholder motion to strike related to statement of undisputed facts (0.10).	1.40	1,104.60
08 Dec 2020	Levitan, Jeffrey W.	210	E-mails W. Dalsen regarding hearing date (0.20); Review revised 56(b) response, e-mails J. Roche regarding Same (0.50); Teleconference M. Dale, A. Chepenik, and team regarding ERS cash and budget issues (0.60); E-mails R. Kim regarding ERS cash (0.40).	1.70	1,341.30
08 Dec 2020	Dalsen, William D.	210	Correspondence with M. Dale and J. Levitan regarding summary judgment hearing dates (0.10).	0.10	78.90
08 Dec 2020	Kim, Mee (Rina)	210	Videoconference with M. Dale, J. Levitan, Proskauer team and Ernst Young team regarding ERS cash (0.60); E-mails with M. Dale, Proskauer team and Ernst Young team regarding same (0.20); E-mails with M. Dale regarding same (0.10); E-mails with M. Dale and J. Levitan regarding same (1.00).	1.90	1,499.10

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice Number28 Jan 2021
21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
09 Dec 2020	Levitan, Jeffrey W.	210	Analyze cash issues, e-mails with R. Kim regarding same (0.50); Review bondholder joinder to Ambac 2004 (0.10).	0.60	473.40
09 Dec 2020	Roche, Jennifer L.	210	Draft outline for argument on lien scope summary judgment motions.	2.70	2,130.30
09 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Levitan regarding ERS cash (0.10).	0.10	78.90
10 Dec 2020	Roche, Jennifer L.	210	Outline for oral argument on lien scope motions for summary judgment.	1.00	789.00
11 Dec 2020	Levitan, Jeffrey W.	210	E-mails W. Dalsen regarding hearing.	0.20	157.80
11 Dec 2020	Rosen, Brian S.	210	Review ERS memorandums regarding oral argument/ timing (0.20).	0.20	157.80
11 Dec 2020	Roche, Jennifer L.	210	E-mails with W. Dalsen and J. Levitan regarding oral argument (0.10); Draft outline regarding argument on lien scope summary judgment motions (2.10).	2.20	1,735.80
12 Dec 2020	Kim, Mee (Rina)	210	E-mail with M. Dale regarding litigation strategy (0.20).	0.20	157.80
14 Dec 2020	Dale, Margaret A.	210	Telephone conversation with J. Roche regarding outline for summary judgment argument (0.20).	0.20	157.80
14 Dec 2020	Rosen, Brian S.	210	Review M. Dale memorandum regarding ERS litigation/informative motion (0.10); Memorandum to M. Dale regarding same (0.10).	0.20	157.80
14 Dec 2020	Roche, Jennifer L.	210	Conference with M. Dale regarding strategy (0.20); Draft outline for lien scope oral argument (1.30); E-mails with M. Dale, J. Levitan, L. Stafford and W. Dalsen regarding oral argument strategy (0.10).	1.60	1,262.40
14 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale regarding litigation strategy (0.10); E-mails with M. Dale and J. Levitan regarding same (0.20); E-mails with M. Dale and Proskauer team regarding same (0.10).	0.40	315.60
15 Dec 2020	Dale, Margaret A.	210	Telephone conference with J. Levitan regarding oral argument (0.20); Telephone conference and e-mails with W. Dalsen regarding same (0.40).	0.60	473.40

Client Name	FOMB (33260)	Exhibit B	Page 122 of 162	Invoice Date	28 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15 Dec 2020	Levitan, Jeffrey W.	210	Teleconference M. Dale regarding argument (0.20); Review bondholder 56(d) reply (0.40); Analyze motion to dismiss administrative and proofs of claims and reply brief, prepare list of issues for oral argument (1.80).	2.40	1,893.60
15 Dec 2020	Dalsen, William D.	210	Call with M. Dale regarding potential motion to set oral argument for pending ERS motions (0.30).	0.30	236.70
16 Dec 2020	Roche, Jennifer L.	210	E-mails with counsel regarding oral argument strategy (0.10); Draft oral argument outline (0.70).	0.80	631.20
16 Dec 2020	Dalsen, William D.	210	Correspondence with common-interest parties regarding proposed oral argument schedule for pending ERS motions (0.40).	0.40	315.60
16 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, J. Levitan, and E. Barak regarding ERS cash.	0.10	78.90
17 Dec 2020	Dale, Margaret A.	210	E-mails and WebEx with P. Possinger, J. Levitan and R. Kim regarding Board request concerning TRS fund transfer (0.50).	0.50	394.50
17 Dec 2020	Levitan, Jeffrey W.	210	Analyze cash reports and compare to draft letters regarding TRS cash (0.60); E-mails R. Kim regarding draft letters from client (0.30); E-mails P. Possinger, participate in call with R. Kim and team regarding response to client inquiry regarding TRS cash (0.40); E-mails G. Maldonado regarding TRS cash (0.30); Review e-mails regarding argument (0.10).	1.70	1,341.30
17 Dec 2020	Possinger, Paul V.	210	Call with J. Levitan, et. al., regarding reapportionment of TRS funds.	0.30	236.70
17 Dec 2020	Roche, Jennifer L.	210	Draft oral argument outline.	2.00	1,578.00
17 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, J. Levitan, E. Barak and P. Possinger regarding ERS cash (0.60); Videoconference with M. Dale, J. Levitan and P. Possinger regarding same (0.20).	0.80	631.20
18 Dec 2020	Dale, Margaret A.	210	E-mails with W. Dalsen regarding oral argument on outstanding motions (0.20); Conference call with common interest parties regarding oral argument (0.40); Review e-mail to ERS bondholders' counsel (0.10).	0.70	552.30

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
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21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18 Dec 2020	Levitan, Jeffrey W.	210	E-mail M. Dale and analyze client inquiry regarding cash issue (0.10); Participate in call with M. Dale, committee counsel regarding hearing issues (0.40).	0.50	394.50
18 Dec 2020	Roche, Jennifer L.	210	Conference with plaintiffs regarding oral argument strategy (0.30); E-mails with W. Dalsen regarding oral argument strategy (0.10); Draft outline for oral argument (4.20).	4.60	3,629.40
18 Dec 2020	Dalsen, William D.	210	Call with common interest parties regarding setting oral argument on pending ERS motions (0.50); Correspondence with M. Dale regarding setting oral argument for pending ERS motions (0.30).	0.80	631.20
18 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, J. Levitan, Proskauer team and Board staff regarding ERS cash (0.20); E-mails with M. Dale and Proskauer team regarding same (0.10).	0.30	236.70
19 Dec 2020	Dalsen, William D.	210	Correspondence with M. Dale and J. Roche regarding setting oral argument for pending ERS motions (0.10); Correspondence with Committees and Government Parties regarding setting oral argument (0.20).	0.30	236.70
20 Dec 2020	Levitan, Jeffrey W.	210	Review e-mails regarding hearing, analyze cash report, e-mail M. Dale regarding cash analysis.	0.50	394.50
20 Dec 2020	Dalsen, William D.	210	Correspondence with ERS bondholders regarding setting oral argument on pending ERS motions (0.20).	0.20	157.80
21 Dec 2020	Dale, Margaret A.	210	E-Mails with Board staff regarding use of TRS funds (0.30); E-mails with J. Levitan, R. Kim and M. Pocha regarding Board staff request regarding use of TRS funds (0.50); Conference call with M. Dale and litigation team regarding oral argument on motions (0.30).	1.10	867.90
21 Dec 2020	Levitan, Jeffrey W.	210	Review client inquiry regarding cash usage, review e-mails regarding hearing date, and e-mail M. Dale regarding response to client.	0.40	315.60

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice Number28 Jan 2021
21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
21 Dec 2020	Roche, Jennifer L.	210	Conference with M. Dale and team regarding litigation strategy (0.30); E-mails with W. Dalsen regarding scheduling strategy (0.10); Draft oral argument outline (4.20).	4.60	3,629.40
21 Dec 2020	Dalsen, William D.	210	Weekly team call with M. Dale regarding case status, pending ERS motions, and next steps (0.30); Correspondence with A. Muller regarding informative motion pertaining to pending ERS motions (0.10).	0.40	315.60
21 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding litigation strategy (0.20); Videoconference with M. Dale and Proskauer team regarding same (0.30); E-mails with M. Dale regarding same (0.20); E-mails with M. Dale, Proskauer team and Board staff regarding same (0.20); E-mails with M. Dale, Proskauer team and M. Pocha regarding same (0.20).	1.10	867.90
22 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale, Proskauer team and Board staff regarding litigation strategy (0.10).	0.10	78.90
23 Dec 2020	Levitan, Jeffrey W.	210	E-mails W. Dalsen regarding argument.	0.20	157.80
27 Dec 2020	Dalsen, William D.	210	Correspondence with M. Dale and J. Levitan regarding setting oral argument for pending ERS motions (0.10).	0.10	78.90
28 Dec 2020	Levitan, Jeffrey W.	210	E-mails M. Dale, J. Esses, B. Rosen, teleconference J. Esses regarding hearing preparation.	0.50	394.50
28 Dec 2020	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding litigation strategy.	0.10	78.90
29 Dec 2020	Roche, Jennifer L.	210	Analyze and revise outline for lien scope oral argument.	2.50	1,972.50
Analysis and Strategy Sub-Total				68.10	\$53,730.90
General Administration – 212					
05 Dec 2020	Hoffman, Joan K.	212	Cite-check plaintiffs' objection to defendants' motion to strike plaintiffs' reply to defendants' response to statement of material undisputed facts in support of plaintiffs' motion for summary judgment.	2.90	783.00

Client Name	FOMB (33260)	Exhibit B	Page 125 of 162	Invoice Date	28 Jan 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21014643

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08 Dec 2020	Monforte, Angelo	212	Draft and submit e-mail to judges chambers of courtesy copies of pleadings filed by L. F. del Valle-Emmanuelli.	0.30	81.00
08 Dec 2020	Silvestro, Lawrence T.	212	Review and prepare plaintiffs' objection to defendants' motion to strike plaintiffs' reply for service of process (0.20).	0.20	54.00
General Administration Sub-Total				3.40	\$918.00
Employment and Fee Applications – 218					
03 Dec 2020	Petrov, Natasha B.	218	Review monthly statements and redact certain entries for tenth interim fee application.	1.40	378.00
Employment and Fee Applications Sub-Total				1.40	\$378.00

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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21014643

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Bienenstock, Martin J.	1.20	789.00	946.80
Dale, Margaret A.	7.40	789.00	5,838.60
Firestein, Michael A.	0.50	789.00	394.50
Levitan, Jeffrey W.	13.10	789.00	10,335.90
Mungovan, Timothy W.	0.10	789.00	78.90
Possinger, Paul V.	0.30	789.00	236.70
Rappaport, Lary Alan	0.50	789.00	394.50
Rosen, Brian S.	1.10	789.00	867.90
Weise, Steven O.	1.10	789.00	867.90
Total Partner	25.30		\$ 19,961.70
<u>Senior Counsel</u>			
Roche, Jennifer L.	37.80	789.00	29,824.20
Total Senior Counsel	37.80		\$ 29,824.20
<u>Associate</u>			
Dalsen, William D.	5.00	789.00	3,945.00
Gottlieb, Brooke G.	1.50	789.00	1,183.50
Kim, Mee (Rina)	8.90	789.00	7,022.10
Muller, Ariella E.	4.90	789.00	3,866.10
Total Associate	20.30		\$ 16,016.70
<u>Legal Assistant</u>			
Hoffman, Joan K.	2.90	270.00	783.00
Monforte, Angelo	0.30	270.00	81.00
Petrov, Natasha B.	1.40	270.00	378.00
Silvestro, Lawrence T.	0.20	270.00	54.00
Total Legal Assistant	4.80		\$ 1,296.00
Professional Fees	88.20		\$ 67,098.60

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
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Description of Disbursements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Lexis			
01 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	99.00
05 Nov 2020	Muller, Ariella E.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	863.00
09 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	95.00
14 Nov 2020	Hoffman, Joan K.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	696.00
02 Dec 2020	Gottlieb, Brooke G.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	99.00
11 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	99.00
18 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	198.00
Total Lexis			2,149.00
Westlaw			
01 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 2 Lines Printed - 0	265.00
03 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 12 Lines Printed - 0	286.00
05 Nov 2020	Muller, Ariella E.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 88 Lines Printed - 0	1,674.00
06 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 7 Lines Printed - 0	673.00
06 Nov 2020	Muller, Ariella E.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 139 Lines Printed - 0	2,690.00
08 Nov 2020	Esses, Joshua A.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 6 Lines Printed - 0	143.00
12 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 5 Lines Printed - 0	551.00
13 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 25 Lines Printed - 0	910.00
14 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 10 Lines Printed - 0	572.00
14 Nov 2020	Hoffman, Joan K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 86 Lines Printed - 0	2,575.00
15 Nov 2020	Hoffman, Joan K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 5 Lines Printed - 0	143.00
16 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 6 Lines Printed - 0	286.00
16 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 18 Lines Printed - 0	143.00

Client Name
Matter NameFOMB (33260)
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Invoice Date
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
17 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 1 Lines Printed - 0	143.00
18 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 53 Lines Printed - 0	2,200.00
19 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 14 Lines Printed - 0	572.00
25 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 3 Lines Printed - 0	143.00
28 Nov 2020	Sosa, Javier F.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 44 Lines Printed - 0	143.00
29 Nov 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 54 Lines Printed - 0	1,044.00
02 Dec 2020	Muller, Ariella E.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 23 Lines Printed - 0	1,217.00
02 Dec 2020	Gottlieb, Brooke G.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 18 Lines Printed - 0	429.00
05 Dec 2020	Hoffman, Joan K.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 10 Lines Printed - 0	286.00
09 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 22 Lines Printed - 0	715.00
10 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 3 Lines Printed - 0	143.00
16 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 6 Lines Printed - 0	265.00
21 Dec 2020	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 23 Lines Printed - 0	858.00
Total Westlaw			19,069.00
Messenger/Delivery			
30 Oct 2020	Bienenstock, Martin J.	Vendor: Federal Express Invoice#: 717470418 Date: 11/6/2020 - - John Levitan 8 MANOR POND LN IRVINGTON NY, Tracking #: 398393781407, Shipped on 103020, Invoice #: 717470418	34.50
Total Messenger/Delivery			34.50
Other Database Research			
07 Oct 2020	Roche, Jennifer L.	Vendor: Pacer Service Center; Invoice#: 2616521-Q32020; Date: 10/7/2020	0.10
07 Oct 2020	Hoffman, Joan K.	Vendor: Pacer Service Center; Invoice#: 4786464-Q32020; Date: 10/7/2020	50.00
Total Other Database Research			50.10

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	21,218.00
Database Search Services	50.10
Delivery Services	<u>34.50</u>
Total Disbursements	\$ 21,302.60

Total Billed

\$ 88,401.20

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*, (Jointly Administered)

Debtors.¹

-----X

IN RE: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO FORTY-SIXTH MONTHLY FEE APPLICATION OF PROSKAUER
ROSE LLP AS ATTORNEYS TO THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, EMPLOYEES
RETIREMENT SYSTEM (“ERS”)
FOR THE PERIOD JANUARY 1, 2021 THROUGH JANUARY 31, 2021**

**ALL FEES IN THIS MONTHLY FEE STATEMENT WERE INCURRED OUTSIDE OF
PUERTO RICO**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant: Proskauer Rose LLP (“Proskauer”)

Authorized to Provide
Professional Services to: Financial Oversight and Management Board, as
Representative for the Debtor Pursuant to
PROMESA Section 315(b)

Period for which compensation
and reimbursement for fees and services
is sought: January 1, 2021 through January 31, 2021

Amount of compensation sought
as actual, reasonable and necessary: **\$130,201.20**

Amount of expense reimbursement sought
as actual, reasonable and necessary: **\$2,351.66**

Total Amount for these Invoices: **\$132,552.86**

This is a: X monthly ___ interim ___ final application.

This is Proskauer’s 46th monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for January 2021.

A handwritten signature in blue ink, appearing to read 'Jaime A. El Koury', is positioned above a horizontal line.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On February 25, 2021 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. Gonzalez
FOMB Board Member

O'Neill & Borges LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918
Attn: Hermann D. Bauer, Esq.

Office of United States Trustee

Office of the United States Trustee for the District of
Puerto Rico
Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhardt
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

**Co-Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Ste. 1601
San Juan, Puerto Rico 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Alberto J. E. Añeses Negrón, Esq.

Co-Counsel for the Fee Examiner

Godfrey & Kahn S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler

EDGE Legal Strategies, PSC
252 Ponce de León Avenue
Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo

Co-Counsel for AAFAF:

O'Melveny & Myers LLP,
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Perez, Esq.

Marini Pietrantoni Muñiz LLC
MCS Plaza, Suite 500
255 Ponce de León Ave
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.
Carolina Velaz-Rivero, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn.: Robert Gordon, Esq.
Richard Levin, Esq.

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn.: Catherine Steege, Esq.
Melissa Root, Esq.

Bennazar, García & Milián, C.S.P.
Edificio Union Plaza, PH-A
416 Avenida Ponce de León
Hato Rey, PR 00918
Attn.: A.J. Bennazar-Zequeira, Esq.

Puerto Rico Department of Treasury

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting
Omar E. Rodríguez Pérez, CPA, Assistant
Secretary of Central Accounting
Angel L. Pantoja Rodríguez, Deputy Assistant of
Internal Revenue and Tax Policy
Francisco Parés Alicea, Assistant Secretary of
Internal Revenue and Tax Policy
Francisco Peña Montañez, CPA, Assistant
Secretary of the Treasury

Summary of Legal Fees for the Period January 2021

ERS – General			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.40	\$315.60
204	Communications with Claimholders	4.80	\$3,787.20
205	Communications with the Commonwealth and its Representatives of the Commonwealth or its Instrumentalities	0.30	\$236.70
206	Documents Filed on Behalf of the Board	13.80	\$10,888.20
207	Non-Board Court Filings	0.20	\$157.80
210	Analysis and Strategy	108.00	\$85,212.00
212	General Administration	92.40	\$24,948.00
215	Plan of Adjustment and Disclosure Statement	0.70	\$552.30
218	Employment and Fee Applications	7.60	\$2,052.00
219	Appeal	2.60	\$2,051.40
Total		230.80	\$130,201.20

Summary of Legal Fees for the Period January 2021

ACROSS ALL ERS-RELATED MATTERS

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Brian S. Rosen	Partner	BSGR & B	\$789.00	4.50	\$3,550.50
Jeffrey W. Levitan	Partner	BSGR & B	\$789.00	35.90	\$28,325.10
Margaret A. Dale	Partner	Litigation	\$789.00	20.00	\$15,780.00
Michael A. Firestein	Partner	Litigation	\$789.00	3.10	\$2,445.90
Michael R. Hackett	Partner	Litigation	\$789.00	2.10	\$1,656.90
Timothy W. Mungovan	Partner	Litigation	\$789.00	0.70	\$552.30
Jennifer L. Roche	Senior Counsel	Litigation	\$789.00	31.40	\$24,774.60
Joshua A. Esses	Associate	BSGR & B	\$789.00	11.30	\$8,915.70
Mee R. Kim	Associate	Litigation	\$789.00	5.50	\$4,339.50
William D. Dalsen	Associate	Litigation	\$789.00	16.30	\$12,860.70
TOTAL				130.80	\$103,201.20

Paraprofessional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alexander N. Cook	Legal Assistant	Corporate	\$270.00	70.80	\$19,116.00
Angelo Monforte	Legal Assistant	Litigation	\$270.00	1.00	\$270.00
Dennis T. Mcpeck	Legal Assistant	Litigation	\$270.00	0.60	\$162.00
Joan K. Hoffman	Legal Assistant	Litigation	\$270.00	0.60	\$162.00
Lawrence T. Silvestro	Legal Assistant	Litigation	\$270.00	8.40	\$2,268.00
Lisa P. Orr	Legal Assistant	Litigation	\$270.00	11.00	\$2,970.00
Natasha Petrov	Legal Assistant	BSGR & B	\$270.00	7.60	\$2,052.00
TOTAL				100.00	\$27,000.00

SUMMARY OF LEGAL FEES	<u>Hours</u> 230.80	<u>Fees</u> \$130,201.20
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Summary of Disbursements for the period January 2021

ACROSS ALL ERS-RELATED MATTERS

EXPENSE CATEGORY	AMOUNTS
Lexis	\$594.00
Westlaw	\$1,272.00
Reproduction Color	\$449.40
Messenger/Delivery	\$36.26
TOTAL	\$2,351.66

Proskauer requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$117,181.08 and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$2,351.66) in the total amount of \$119,532.74.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, Proskauer Rose LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

/s/ Martin J. Bienenstock

Martin J. Bienenstock (*pro hac vice*)
Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

Exhibit A

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice
Number24 Feb 2021
21020705**Task Summary**

Task	Hours	<u>Fees Incurred</u>
202 Legal Research	0.40	315.60
204 Communications with Claimholders	4.80	3,787.20
205 Communications with the CW, its Instrumentalities or Representatives	0.30	236.70
206 Documents Filed on Behalf of the Board	13.80	10,888.20
207 Non-Board Court Filings	0.20	157.80
210 Analysis and Strategy	108.00	85,212.00
212 General Administration	92.40	24,948.00
215 Plan of Adjustment and Disclosure Statement	0.70	552.30
218 Employment and Fee Applications	7.60	2,052.00
219 Appeal	2.60	2,051.40
Total Fees	230.80	\$ 130,201.20

Client Name
Matter NameFOMB (33260)
PROMESA TITLE III: ERS (0007)

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Invoice Date
Invoice
Number24 Feb 2021
21020705**Description of Services Rendered**

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Legal Research – 202					
22 Jan 2021	Firestein, Michael A.	202	[REDACTED: Work relating to court-ordered mediation] (0.20); Review court order on ERS motions concerning oral argument (0.20).	0.40	315.60
Legal Research Sub-Total				0.40	\$315.60
Communications with Claimholders – 204					
04 Jan 2021	Dalsen, William D.	204	Correspondence with opposing counsel regarding oral argument for pending ERS motions (0.20); Correspondence with counsel to UCC regarding case status (0.10).	0.30	236.70
12 Jan 2021	Dale, Margaret A.	204	Meet and confer with bondholders regarding urgent motion to set oral argument on pending motions (0.50).	0.50	394.50
12 Jan 2021	Levitan, Jeffrey W.	204	E-mail B. Rosen, teleconferences with M. Dale and W. Dalsen, review committee and team e-mails regarding hearing (0.40); Participate in call with M. Dale and creditor counsel regarding hearing issues (0.50).	0.90	710.10
12 Jan 2021	Dalsen, William D.	204	Correspondence with committees regarding oral argument for pending ERS motions (0.10); Call with opposing counsel regarding oral argument for pending ERS motions (0.50); Call with M. Dale and J. Levitan regarding oral argument for pending ERS motions (0.10); Call with B. Rosen regarding oral argument on pending ERS motions (0.20).	0.90	710.10

Client Name	FOMB (33260)	Exhibit B	Page 142 of 162	Invoice Date	24 Feb 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21020705

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15 Jan 2021	Dalsen, William D.	204	Call with opposing counsel regarding motion for oral argument on pending ERS motions (0.20); Correspondence with M. Dale regarding bondholders' proposal regarding motion for oral argument on pending ERS motions (0.50); Correspondence with committees regarding motion for oral argument on pending ERS motions (0.50); Correspondence with opposing counsel regarding motion for oral argument on pending ERS motions (0.40).	1.60	1,262.40
20 Jan 2021	Dalsen, William D.	204	Call with counsel to PR Funds regarding motion for leave to file sur-reply concerning setting pending ERS motions for oral argument (0.20); Correspondence with J. Levitan regarding PR Funds motion for leave to file sur-reply (0.20); Correspondence with committees regarding PR Funds' request for leave to file a sur-reply (0.20).	0.60	473.40
Communications with Claimholders Sub-Total				4.80	\$3,787.20
Communications with the CW, its Instrumentalities or Representatives – 205					
05 Jan 2021	Rosen, Brian S.	205	Review P. Friedman memorandum regarding tolling stipulation (0.10); Memorandum to P. Friedman regarding same (0.10).	0.20	157.80
12 Jan 2021	Rosen, Brian S.	205	Memorandum to G. Olivera regarding tolling stipulation (0.10).	0.10	78.90
Communications with the CW, its Instrumentalities or Representatives Sub-Total				0.30	\$236.70
Documents Filed on Behalf of the Board – 206					
11 Jan 2021	Dale, Margaret A.	206	E-mails with W. Dalsen regarding meet and confer with bondholders regarding motion to set oral argument on outstanding motions (0.20); Review and revise urgent motion to set oral argument (0.30); E-mails with B. Rosen, J. Levitan and W. Dalsen regarding response to Puerto Rico funds proposal (0.20).	0.70	552.30

Client Name	FOMB (33260)	Exhibit B	Page 143 of 162	Invoice Date	24 Feb 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21020705

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11 Jan 2021	Rosen, Brian S.	206	Review and revise draft motion to set argument (0.20); Memorandum to W. Dalsen regarding same (0.10); Call with J. Levitan regarding same (0.20); Memorandum to W. Dalsen regarding same (0.10).	0.60	473.40
11 Jan 2021	Dalsen, William D.	206	Revise draft motion to set oral argument and procedures for pending ERS motions (1.80).	1.80	1,420.20
13 Jan 2021	Dalsen, William D.	206	Draft joint urgent motion to set oral argument and allocate argument time concerning pending ERS motions (1.60).	1.60	1,262.40
14 Jan 2021	Dalsen, William D.	206	Revise joint urgent motion to set oral argument on pending ERS motions (0.70).	0.70	552.30
15 Jan 2021	Dale, Margaret A.	206	Review and revise urgent motion to set oral argument (0.50); E-mails with W. Dalsen, B. Rosen and J. Levitan regarding same (0.30).	0.80	631.20
15 Jan 2021	Firestein, Michael A.	206	Review urgent motion by Board on ERS summary judgment argument (0.20).	0.20	157.80
15 Jan 2021	Rosen, Brian S.	206	Review W. Dalsen memorandum regarding oral argument/motion (0.10); Memorandum to W. Dalsen, et al., regarding same (0.10); Review J. Levitan memorandum regarding same (0.10); Review draft motion and correspondence with W. Dalsen regarding same (0.30).	0.60	473.40
15 Jan 2021	Rosen, Brian S.	206	Review tolling stipulation (0.10); Memorandum to M. Firestein regarding same (0.10).	0.20	157.80
15 Jan 2021	Dalsen, William D.	206	Revise urgent motion to set oral argument on pending ERS motions (1.20).	1.20	946.80
16 Jan 2021	Mungovan, Timothy W.	206	E-mails with M. Dale regarding oral argument on summary judgment and Rule 12 motions on lien scope and ultra vires issues (0.20).	0.20	157.80
16 Jan 2021	Mungovan, Timothy W.	206	Review joint motion of Committees and Board to schedule oral argument on summary judgment and Rule 12 motions on lien scope and ultra vires issues (0.30).	0.30	236.70

Client Name	FOMB (33260)	Exhibit B	Page 144 of 162	Invoice Date	24 Feb 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21020705

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18 Jan 2021	Levitan, Jeffrey W.	206	Review bondholder responses to urgent motion (0.50); Review draft reply regarding urgent motion and comments regarding same (0.30).	0.80	631.20
18 Jan 2021	Dalsen, William D.	206	Draft reply in support of motion to schedule oral argument on pending ERS motions (3.40).	3.40	2,682.60
18 Jan 2021	Dalsen, William D.	206	Review response to motion to schedule oral argument concerning pending ERS motions (0.20); Draft points for reply in support of motion to set oral argument (0.20); Correspondence with team regarding proposed reply brief (0.10).	0.50	394.50
19 Jan 2021	Firestein, Michael A.	206	Review Board reply on urgent motion on summary judgment hearing (0.20).	0.20	157.80
Documents Filed on Behalf of the Board Sub-Total				13.80	\$10,888.20
Non-Board Court Filings – 207					
21 Jan 2021	Firestein, Michael A.	207	Telephone conference with M. Dale on revisions to litigation summary on ERS and review of same (0.20).	0.20	157.80
Non-Board Court Filings Sub-Total				0.20	\$157.80
Analysis and Strategy – 210					
04 Jan 2021	Dale, Margaret A.	210	E-mails with W. Dalsen and N. Bassett regarding oral argument on pending motions.	0.20	157.80
04 Jan 2021	Levitan, Jeffrey W.	210	Review team e-mails, e-mail J. Esses regarding hearing preparation.	0.20	157.80
04 Jan 2021	Esses, Joshua A.	210	Draft outline for oral argument on 12(b) issues.	2.40	1,893.60
05 Jan 2021	Levitan, Jeffrey W.	210	Review 12(c) motions to prepare for argument (0.60); Review notes on 12(b) motion to prepare for argument (0.30); Teleconference and e-mails J. Esses regarding outline for argument (0.30).	1.20	946.80
05 Jan 2021	Esses, Joshua A.	210	Call with J. Levitan on 12(b) and 12(c) briefing.	0.30	236.70
06 Jan 2021	Dale, Margaret A.	210	Review settlement proposal from Puerto Rico funds (0.30); E-mails with J. Levitan and B. Rosen regarding same (0.10).	0.40	315.60

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Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21020705

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06 Jan 2021	Levitan, Jeffrey W.	210	Review PR funds proposal, e-mails M. Dale and B. Rosen regarding same.	0.50	394.50
06 Jan 2021	Esses, Joshua A.	210	Draft outline of oral argument for 12(b) briefing.	0.10	78.90
07 Jan 2021	Dale, Margaret A.	210	E-mails with B. Rosen, J. Levitan and W. Dalsen regarding ERS oral argument and bondholder response (0.30).	0.30	236.70
07 Jan 2021	Levitan, Jeffrey W.	210	Review summary of claims motions, e-mail with J. Esses regarding same (0.20); E-mails with B. Rosen, M. Dale regarding hearing (0.30); E-mails with M. Dale, W. Dalsen regarding bondholder proposal (0.30); Review draft e-mail to bondholders, e-mails with W. Dalsen regarding same (0.30).	1.10	867.90
07 Jan 2021	Roche, Jennifer L.	210	E-mails with W. Dalsen, M. Dale and B. Rosen regarding oral argument strategy (0.20).	0.20	157.80
07 Jan 2021	Dalsen, William D.	210	Correspondence with common-interest parties regarding oral argument for pending ERS motions (0.50); Correspondence with M. Dale and J. Levitan regarding oral argument for pending ERS motions (0.50); [REDACTED: Work relating to court-ordered mediation] (0.20); [REDACTED: Work relating to court-ordered mediation] (0.20).	1.40	1,104.60
07 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding litigation strategy.	0.10	78.90
08 Jan 2021	Levitan, Jeffrey W.	210	E-mails W. Dalsen, J. Esses regarding argument preparation.	0.30	236.70
08 Jan 2021	Roche, Jennifer L.	210	E-mails with J. Levitan, M. Dale and W. Dalsen regarding oral argument strategy.	0.10	78.90
09 Jan 2021	Levitan, Jeffrey W.	210	Review pleadings binders regarding argument preparation (1.40); Prepare table of contents for hearing binder (0.80); E-mails with J. Esses regarding argument preparation (0.20).	2.40	1,893.60
10 Jan 2021	Esses, Joshua A.	210	Coordinate binder for hearing for J. Levitan.	0.20	157.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11 Jan 2021	Levitan, Jeffrey W.	210	E-mail J. Esses regarding hearing (0.10); E-mails with W. Dalsen regarding bondholder call (0.20); E-mails with M. Dale regarding hearing preparation (0.20); Teleconference with A. Cook, J. Esses regarding hearing binder (0.40); Teleconference with B. Rosen regarding bondholder proposal (0.20); Edit motion to set hearing, e-mails with W. Dalsen regarding same (0.40); Review bondholder inquiry, e-mails with M. dale regarding response (0.30).	1.80	1,420.20
11 Jan 2021	Dalsen, William D.	210	Correspondence with M. Dale and J. Levitan regarding meet/confer concerning motion to set oral argument date for pending ERS motions (0.10); Correspondence with opposing counsel regarding meet/confer concerning motion to set oral argument date for pending ERS motions (0.10).	0.20	157.80
11 Jan 2021	Esses, Joshua A.	210	Call with J. Levitan and A. Cook regarding oral argument (0.40); Coordinate binder of documents for oral argument preparation for J. Levitan (0.10).	0.50	394.50
12 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.10); E-mails with Proskauer team and common interest team regarding same (0.20).	0.30	236.70
13 Jan 2021	Dale, Margaret A.	210	E-mails and telephone conference with W. Dalsen regarding motion to set oral argument (0.20).	0.20	157.80
13 Jan 2021	Levitan, Jeffrey W.	210	E-mails with J. Esses, A. Cook, teleconference with J. Esses regarding hearing preparation (0.50); Analysis of certain precedent regarding applicability to lien scope (1.70); E-mails with W. Dalsen, analysis of issues regarding hearing (0.40).	2.60	2,051.40
13 Jan 2021	Rosen, Brian S.	210	Review W. Dalsen memorandum regarding oral agreement proposal (0.20); Memorandum to W. Dalsen regarding same (0.10).	0.30	236.70
13 Jan 2021	Roche, Jennifer L.	210	Revise outline for lien scope summary judgment argument (4.00); E-mails with M. Dale, W. Dalsen and J. Levitan regarding motion for oral argument (0.20); Review draft motion (0.10).	4.30	3,392.70

Client Name	FOMB (33260)	Exhibit B	Page 147 of 162	Invoice Date	24 Feb 2021
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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
13 Jan 2021	Dalsen, William D.	210	Correspondence with common interest parties regarding scheduling oral argument on pending ERS motions (0.20).	0.20	157.80
13 Jan 2021	Esses, Joshua A.	210	Draft outline for ERS oral argument.	1.10	867.90
13 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.30); E-mails with Proskauer team and common interest team regarding same (0.50).	0.80	631.20
14 Jan 2021	Dale, Margaret A.	210	E-mails with W. Dalsen regarding bondholder position regarding oral argument on motions (0.20).	0.20	157.80
14 Jan 2021	Levitan, Jeffrey W.	210	Review draft informative motion and committee comments regarding hearing date (0.50); Teleconference with M. Dale, review M. Dale and team e-mails regarding hearing date (0.30); Review hearing binder index, e-mails with J. Esses regarding same (0.50); Review Board materials regarding ERS status (0.40); E-mails and teleconferences B. Rosen regarding Board materials (0.50); Review Court of Claims docket, e-mails B. Rosen, L. Silvestro regarding appeal (0.40).	2.60	2,051.40
14 Jan 2021	Roche, Jennifer L.	210	Review comments and revisions to motion regarding oral argument (0.20); Draft outline for lien scope summary judgment oral argument (3.10).	3.30	2,603.70
14 Jan 2021	Dalsen, William D.	210	Correspondence with common-interest parties regarding joint motion concerning oral argument for pending ERS motions (0.20); Correspondence with J. Levitan and B. Rosen regarding ERS Court of Federal Claims proceeding (0.10); Correspondence with opposing counsel regarding joint motion concerning oral argument for pending ERS motions (0.10); Correspondence with L. Stafford regarding PayGo issues (0.20).	0.60	473.40
14 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.20); E-mails with Proskauer team and common interest team regarding same (0.20).	0.40	315.60

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
15 Jan 2021	Levitan, Jeffrey W.	210	E-mails with B. Rosen, W. Dalsen regarding hearing (0.50); Review comments and edits to urgent motion scheduling hearing (0.30); Teleconference with W. Dalsen, and review e-mails regarding urgent motion (0.20); Organize and review hearing binder (0.40); Call with A. Cook regarding same (0.80).	2.20	1,735.80
15 Jan 2021	Roche, Jennifer L.	210	Draft outline regarding lien scope summary judgment argument (4.00); E-mails with W. Dalsen, M. Dale and B. Rosen regarding motion regarding oral argument on pending motions (0.20).	4.20	3,313.80
15 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.80); E-mails with Proskauer team and common interest team regarding same (0.40).	1.20	946.80
18 Jan 2021	Dale, Margaret A.	210	Review bondholder objections to urgent motion to set oral argument on pending motions (0.40); E-mails with B. Rosen and W. Dalsen regarding same (0.20); Review and revise draft reply to urgent motion to set oral argument on pending motions (0.20); E-mails with B. Rosen regarding reply (0.10); E-mails with T. Mungovan, B. Rosen, and J. Esses regarding summary of ERS bondholder position against Commonwealth for Board members (0.20); Teleconference and e-mails with J. Esses regarding summary of bondholder claims against Commonwealth (0.20); E-mails with T. Mungovan, M. Firestein, E. Barak and others regarding submission for Board concerning ERS bondholders claims against Commonwealth (0.30).	1.60	1,262.40
18 Jan 2021	Firestein, Michael A.	210	[REDACTED: Work relating to court-ordered mediation] (0.20).	0.20	157.80

Client Name
Matter NameFOMB (33260)
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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
18 Jan 2021	Rosen, Brian S.	210	Review ERS bondholder opposition to agreement (0.20); Review Puerto Rico Funds pending issues regarding same (0.10); Review and revise draft response (0.30); Teleconference with M. Dale regarding same (0.10); Memorandum to W. Dalsen regarding same (0.10); Review correspondence of committees regarding same (0.20).	1.00	789.00
18 Jan 2021	Roche, Jennifer L.	210	Draft outline for lien scope summary judgment argument.	6.50	5,128.50
18 Jan 2021	Esses, Joshua A.	210	Call with M. Dale on presentation for Board on ERS (0.10); Draft presentation (0.20).	0.30	236.70
18 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.40).	0.40	315.60
19 Jan 2021	Dale, Margaret A.	210	Review scheduling order regarding contested motion concerning oral argument (0.10); E-mails with W. Dalsen regarding same (0.10); Call with B. Rosen regarding same (0.20); Review and revise summary of ERS claims against Commonwealth for Board (1.30); E-mails with J. Esses, B. Rosen and J. Levitan regarding summary of ERS claims against Commonwealth (0.50); [REDACTED: Work relating to court-ordered mediation] (0.40); [REDACTED: Work relating to court-ordered mediation] (0.10); [REDACTED: Work relating to court-ordered mediation] (0.20).	2.90	2,288.10
19 Jan 2021	Levitan, Jeffrey W.	210	Review order regarding urgent scheduling motion (0.10); [REDACTED: Work relating to court-ordered mediation] (0.20); [REDACTED: Work relating to court-ordered mediation] (0.30); [REDACTED: Work relating to court-ordered mediation] (0.50); [REDACTED: Work relating to court-ordered mediation] (0.30); Review briefs to prepare for argument (1.40).	2.80	2,209.20

Client Name	FOMB (33260)	Exhibit B	Page 150 of 162	Invoice Date	24 Feb 2021
Matter Name	PROMESA TITLE III: ERS (0007)			Invoice Number	21020705

<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
19 Jan 2021	Rosen, Brian S.	210	Memorandum to W. Dalsen regarding informative motion (0.10); Review bidding order regarding same (0.10) Review W. Dalsen memorandum regarding same (0.10); Memorandum to W. Dalsen regarding same (0.10); [REDACTED: Work relating to court-ordered mediation] (0.10); [REDACTED: Work relating to court-ordered mediation] (0.10); [REDACTED: Work relating to court-ordered mediation] (0.20).	0.80	631.20
19 Jan 2021	Dalsen, William D.	210	Correspondence with local counsel regarding ERS reply filing today (0.20); Correspondence with M. Dale, B. Rosen, and J. Levitan regarding briefing schedule on motion to set oral argument for pending ERS motions (0.30).	0.50	394.50
19 Jan 2021	Esses, Joshua A.	210	Draft memorandum on ERS bondholder claims against the Commonwealth.	4.50	3,550.50
19 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.10).	0.10	78.90
20 Jan 2021	Dale, Margaret A.	210	Review and revise summary of ERS claims against Commonwealth for Board (1.30); E-mails with J. Levitan, B. Rosen, J. Esses, M. Firestein and T. Mungovan regarding draft summary of ERS claims against Commonwealth for Board (1.00); E-mails with W. Dalsen and J. Levitan regarding bondholders' request for sur-reply on motion to set oral argument on pending motions (0.20); Review bondholders' sur-reply regarding motion to set oral argument (0.20).	2.70	2,130.30
20 Jan 2021	Firestein, Michael A.	210	Review and draft multiple iterations of ERS litigation strategy memorandum for Board (1.30); Draft multiple memorandums to M. Dale on content for ERS litigation summary (0.40); Telephone conference with M. Dale on strategy for same (0.20).	1.90	1,499.10

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
20 Jan 2021	Levitan, Jeffrey W.	210	E-mails with A. Cook regarding hearing binder (0.40); E-mails with W. Dalsen regarding surreply (0.20); Review committee e-mails regarding surreply, review bondholder motion for leave to file and surreply (0.50).	1.10	867.90
20 Jan 2021	Roche, Jennifer L.	210	Draft executive summary for oral argument on lien scope issues.	2.00	1,578.00
20 Jan 2021	Esses, Joshua A.	210	Draft memorandum on ERS bondholder claims against the Commonwealth.	1.60	1,262.40
21 Jan 2021	Dale, Margaret A.	210	Review summary of ERS claims against Commonwealth for Board (0.30); Communications with J. Levitan, B. Rosen and M. Bienenstock regarding summary of ERS claims against Commonwealth for Board (0.40).	0.70	552.30
21 Jan 2021	Levitan, Jeffrey W.	210	Review case index for hearing binder, e-mail A. Cook (0.60); Review scheduling order on surreply (0.10); Prepare for and teleconference M. Bienenstock and team regarding collateral issues (0.40).	1.10	867.90
22 Jan 2021	Dale, Margaret A.	210	[REDACTED: Work relating to court-ordered mediation] (0.10); [REDACTED: Work relating to court-ordered mediation] (0.10); Review court order scheduling oral argument on pending motions (0.10); E-mails with Proskauer, and counsel for UCC, Retirees and Special claims committee regarding oral argument (0.20).	0.50	394.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
22 Jan 2021	Levitan, Jeffrey W.	210	[REDACTED: Work relating to court-ordered mediation] (0.50); Review index, teleconference and e-mails with A. Cook regarding hearing binder (0.40); Review Court of Claims notice of appeal (0.20); Review precedents argument outline (0.40); Review draft lien scope argument outline and compare to Board reply brief (1.90); Review order regarding hearing, and call with J. Esses regarding same (0.20); E-mail M. Dale regarding argument outline (0.30).	3.90	3,077.10
22 Jan 2021	Roche, Jennifer L.	210	Prepare executive summary for lien scope oral argument (2.00); [REDACTED: Work relating to court-ordered mediation] (0.10).	2.10	1,656.90
22 Jan 2021	Dalsen, William D.	210	[REDACTED: Work relating to court-ordered mediation] (0.10).	0.10	78.90
22 Jan 2021	Esses, Joshua A.	210	Call with J. Levitan on oral argument preparation for 12(b) and (c) briefing.	0.20	157.80
22 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and Proskauer team regarding lien scope litigation strategy (0.20).	0.20	157.80
23 Jan 2021	Levitan, Jeffrey W.	210	Review reply briefs, begin preparing hearing outline.	2.60	2,051.40
25 Jan 2021	Levitan, Jeffrey W.	210	E-mails with M. Dale regarding hearing outline (0.20); Review opening summary judgment briefs to prepare for hearing (1.40).	1.60	1,262.40
25 Jan 2021	Roche, Jennifer L.	210	Revise outline for lien scope summary judgment argument.	3.50	2,761.50
25 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding lien scope litigation strategy.	0.10	78.90
26 Jan 2021	Dale, Margaret A.	210	[REDACTED: Work relating to court-ordered mediation] (0.30).	0.30	236.70
26 Jan 2021	Levitan, Jeffrey W.	210	[REDACTED: Work relating to court-ordered mediation].	0.50	394.50
26 Jan 2021	Roche, Jennifer L.	210	Revise lien scope summary judgment oral argument outline.	3.00	2,367.00

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26 Jan 2021	Dalsen, William D.	210	Call with common-interest parties regarding summary judgment oral argument and next steps (0.40).	0.40	315.60
26 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale and J. Roche regarding lien scope litigation strategy.	0.10	78.90
27 Jan 2021	Dale, Margaret A.	210	[REDACTED: Work relating to court-ordered mediation] (0.30); Review deck for Board regarding bondholders' claim issues (0.40); E-mails with Board staff, R. Kim and J. Levitan regarding account with investment proceeds (0.20); E-mails with R. Kim and M. Pocha regarding account with investment proceeds (0.30); Review summary judgment motions on lien scope (2.0); Review and revise outline of points for lien scope argument (1.20); E-mails with J. Roche regarding oral argument outline (0.10).	4.50	3,550.50
27 Jan 2021	Levitan, Jeffrey W.	210	[REDACTED: Work relating to court-ordered mediation] (0.50); [REDACTED: Work relating to court-ordered mediation] (0.40).	0.90	710.10
27 Jan 2021	Roche, Jennifer L.	210	Prepare materials for lien scope oral argument.	0.50	394.50
27 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale regarding lien scope litigation strategy (0.20); E-mails with M. Dale, Proskauer team, and Board staff regarding same (0.20); E-mails with O'Melveny team and Proskauer team regarding same (0.30); E-mails with M. Dale and J. Roche regarding same (0.10).	0.80	631.20
28 Jan 2021	Dale, Margaret A.	210	Telephone call with J. Levitan regarding oral argument on lien scope (0.20); E-mails with J. Roche regarding preparation for lien scope argument (0.20); E-mails with M. Pocha, R. Kim and board regarding account with investment proceeds (0.30).	0.70	552.30
28 Jan 2021	Levitan, Jeffrey W.	210	Teleconference and e-mails with M. Dale regarding argument preparation, review e-mails regarding cash issues (0.50); Review briefs, outline oral argument points (1.70).	2.20	1,735.80

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
28 Jan 2021	Roche, Jennifer L.	210	Prepare materials for lien scope oral argument.	0.30	236.70
28 Jan 2021	Kim, Mee (Rina)	210	E-mails with M. Dale, Proskauer team and O'Melveny team regarding lien scope litigation strategy (0.10); E-mails with M. Dale regarding same (0.10); E-mails with M. Dale, Proskauer team, and Board staff regarding same (0.10).	0.30	236.70
29 Jan 2021	Dale, Margaret A.	210	[REDACTED: Work relating to court-ordered mediation] (0.50); [REDACTED: Work relating to court-ordered mediation] (0.50); Review lien scope summary judgment papers and work on outline for argument (1.80).	2.80	2,209.20
29 Jan 2021	Levitan, Jeffrey W.	210	[REDACTED: Work relating to court-ordered mediation] (0.30); [REDACTED: Work relating to court-ordered mediation] (0.50); [REDACTED: Work relating to court-ordered mediation] (0.50); Preparation for oral argument (1.30).	2.60	2,051.40
29 Jan 2021	Roche, Jennifer L.	210	Prepare materials for lien scope oral argument.	0.50	394.50
29 Jan 2021	Esses, Joshua A.	210	Review ERS presentation to Board.	0.10	78.90
29 Jan 2021	Kim, Mee (Rina)	210	[REDACTED: Work relating to court-ordered mediation] (0.50); [REDACTED: Work relating to court-ordered mediation] (0.10); [REDACTED: Work relating to court-ordered mediation] (0.10).	0.70	552.30
30 Jan 2021	Roche, Jennifer L.	210	Prepare materials for lien scope oral argument.	0.30	236.70
31 Jan 2021	Roche, Jennifer L.	210	Prepare materials for lien scope oral argument.	0.60	473.40
Analysis and Strategy Sub-Total				108.00	\$85,212.00
General Administration – 212					
08 Jan 2021	Cook, Alexander N.	212	Prepare binder of key documents for oral arguments, per J. Esses.	6.30	1,701.00
11 Jan 2021	Cook, Alexander N.	212	Assemble key pleadings for oral argument, per J. Levitan (5.20); Call with J. Levitan and J. Esses regarding same (0.40).	5.60	1,512.00

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11 Jan 2021	Silvestro, Lawrence T.	212	Review and identify lien scope and ultra vires summary judgment briefing and rule 12 motions relating to claims and administrative expense motions and assemble, per W. Dalsen (2.40).	2.40	648.00
12 Jan 2021	Monforte, Angelo	212	Draft e-mail and distribute courtesy copies of urgent consensual motions for extension of deadlines to Judge Swain.	0.40	108.00
12 Jan 2021	Silvestro, Lawrence T.	212	Review docket and provide requested documents (0.80).	0.80	216.00
13 Jan 2021	Cook, Alexander N.	212	Assemble documents to include in binder of key documents for oral argument, for J. Levitan.	3.70	999.00
14 Jan 2021	Cook, Alexander N.	212	Prepare binder of additional documents for oral argument, for J. Levitan.	2.30	621.00
14 Jan 2021	Cook, Alexander N.	212	Assemble authorities cited in key documents for oral argument, per J. Levitan.	4.20	1,134.00
15 Jan 2021	Cook, Alexander N.	212	Prepare key documents for ERS oral argument, for J. Levitan (1.40); Conference with J. Levitan regarding same (0.80).	2.20	594.00
15 Jan 2021	Cook, Alexander N.	212	Compile authorities cited in binder of key documents for ERS oral argument, for J. Levitan.	7.30	1,971.00
15 Jan 2021	Monforte, Angelo	212	Draft e-mail and distribute courtesy copies of urgent motion and proposed order to set oral argument to Judge Swain.	0.40	108.00
15 Jan 2021	Silvestro, Lawrence T.	212	Prepare motions in certain contested matters and adversary proceedings for service (0.30).	0.30	81.00
16 Jan 2021	Cook, Alexander N.	212	Compile authorities cited in key documents for ERS oral argument, per J. Levitan.	7.20	1,944.00
17 Jan 2021	Cook, Alexander N.	212	Assemble authorities cited in binder of key documents for ERS oral argument, per J. Levitan.	3.80	1,026.00
19 Jan 2021	Cook, Alexander N.	212	Prepare authorities cited in key pleadings for inclusion in binder for J. Levitan for oral argument.	5.00	1,350.00
19 Jan 2021	Monforte, Angelo	212	Draft e-mail and distribute courtesy copies of reply in support of urgent motion to set oral argument to Judge Swain.	0.20	54.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
20 Jan 2021	Cook, Alexander N.	212	Create index of authorities cited in key documents for ERS oral argument, per J. Levitan.	7.20	1,944.00
20 Jan 2021	Silvestro, Lawrence T.	212	Review case law to locate translated versions of certain authorities (1.30).	1.30	351.00
21 Jan 2021	Cook, Alexander N.	212	Prepare index of authorities cited in ERS key documents binder, for J. Levitan.	6.60	1,782.00
22 Jan 2021	Cook, Alexander N.	212	Prepare final e-binder of key authorities for ERS oral argument, per J. Levitan (0.30); Call with J. Levitan regarding the same (0.10).	0.40	108.00
26 Jan 2021	Silvestro, Lawrence T.	212	Review and organize ERS ultra vires and lien scope summary judgment briefing and supporting documents into shared case link (1.20).	1.20	324.00
27 Jan 2021	Hoffman, Joan K.	212	Search for pleadings for ERS lien scope binder project.	0.60	162.00
28 Jan 2021	Cook, Alexander N.	212	Assemble documents for ERS lien scope binder for M. Dale (0.70); Call with L. Silvestro, L. Orr, and D. McPeck regarding same (0.60).	1.30	351.00
28 Jan 2021	McPeck, Dennis T.	212	Telephone call with L. Silvestro, A. Cook and L. Orr regarding ERS lien scope motion to dismiss documents (0.60).	0.60	162.00
28 Jan 2021	Orr, Lisa	212	Prepare and compile lien scope briefing, authorities and supporting materials (3.90); Call with A. Cook, D. McPeck, and L. Silvestro regarding same (0.60).	4.50	1,215.00
28 Jan 2021	Silvestro, Lawrence T.	212	Review and assist in compiling lien scope summary judgment briefing, authorities and supporting documents (1.80); Conference call with L. Orr, A. Cook and D. McPeck regarding same (0.60).	2.40	648.00
29 Jan 2021	Cook, Alexander N.	212	Assemble materials for ERS lien scope binder for M. Dale (0.60); Call with L. Orr regarding same (0.20).	0.80	216.00
29 Jan 2021	Orr, Lisa	212	Prepare and compile lien scope briefing, authorities and supporting materials (4.30); Call with A. Cook regarding same (0.20).	4.50	1,215.00
30 Jan 2021	Cook, Alexander N.	212	Index authorities for ERS lien scope binder for M. Dale (5.20); Call with L. Orr regarding same (0.40).	5.60	1,512.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
30 Jan 2021	Orr, Lisa	212	Prepare and compile lien scope briefing, authorities and supporting materials (1.60); Call with A. Cook regarding same (0.40).	2.00	540.00
31 Jan 2021	Cook, Alexander N.	212	Create index of authorities and page numbers for cases cited in ERS lien scope binder for M. Dale.	1.30	351.00
General Administration Sub-Total				92.40	\$24,948.00
Plan of Adjustment and Disclosure Statement – 215					
12 Jan 2021	Rosen, Brian S.	215	Review J. Levitan memorandum regarding ERS proposal (0.10); Memorandum to J. Levitan regarding same (0.10); Memorandum to N. Kessler regarding same (0.40); Memorandum to N. Jaresko regarding same (0.10).	0.70	552.30
Plan of Adjustment and Disclosure Statement Sub-Total				0.70	\$552.30
Employment and Fee Applications – 218					
04 Jan 2021	Petrov, Natasha B.	218	Continue review of Proskauer monthly statements, case dockets, and pleadings for Proskauer tenth interim fee application (0.80); Continue drafting same (0.80).	1.60	432.00
06 Jan 2021	Petrov, Natasha B.	218	Continue review of Proskauer monthly statements, case dockets, and pleadings for Proskauer tenth interim fee application (1.30); Continue drafting same (2.60).	3.90	1,053.00
19 Jan 2021	Petrov, Natasha B.	218	Review and analyze monthly statements for Proskauer 11th interim fee application.	0.60	162.00
27 Jan 2021	Petrov, Natasha B.	218	Draft notice of filing of tenth interim fee application (0.40); Revise fee application (0.20).	0.60	162.00
28 Jan 2021	Petrov, Natasha B.	218	Review December monthly statement for Proskauer 11th interim fee application.	0.30	81.00
29 Jan 2021	Petrov, Natasha B.	218	Revise redactions for Proskauer tenth interim fee applications per S. Victor.	0.60	162.00
Employment and Fee Applications Sub-Total				7.60	\$2,052.00

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Appeal – 219					
22 Jan 2021	Hackett, Michael R.	219	Review court decision in Court of Federal Claims decision (1.50); Review notice of appeal (0.20); Correspondence with legal team regarding notice of appeal and related matters (0.40).	2.10	1,656.90
22 Jan 2021	Mungovan, Timothy W.	219	E-mails with M. Firestein regarding ERS bondholders notice of appeal to Federal Circuit concerning dismissal of ERS takings clause litigation (0.20).	0.20	157.80
27 Jan 2021	Dalsen, William D.	219	Correspond with M. Skrzynski regarding ERS First Circuit decision on Section 552 issues (0.30).	0.30	236.70
Appeal Sub-Total				2.60	\$2,051.40

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Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees Amount</u>
<u>Partner</u>			
Dale, Margaret A.	20.00	789.00	15,780.00
Firestein, Michael A.	3.10	789.00	2,445.90
Hackett, Michael R.	2.10	789.00	1,656.90
Levitan, Jeffrey W.	35.90	789.00	28,325.10
Mungovan, Timothy W.	0.70	789.00	552.30
Rosen, Brian S.	4.50	789.00	3,550.50
Total Partner	66.30		\$ 52,310.70
<u>Senior Counsel</u>			
Roche, Jennifer L.	31.40	789.00	24,774.60
Total Senior Counsel	31.40		\$ 24,774.60
<u>Associate</u>			
Dalsen, William D.	16.30	789.00	12,860.70
Esses, Joshua A.	11.30	789.00	8,915.70
Kim, Mee (Rina)	5.50	789.00	4,339.50
Total Associate	33.10		\$ 26,115.90
<u>Legal Assistant</u>			
Cook, Alexander N.	70.80	270.00	19,116.00
Hoffman, Joan K.	0.60	270.00	162.00
McPeck, Dennis T.	0.60	270.00	162.00
Monforte, Angelo	1.00	270.00	270.00
Orr, Lisa	11.00	270.00	2,970.00
Petrov, Natasha B.	7.60	270.00	2,052.00
Silvestro, Lawrence T.	8.40	270.00	2,268.00
Total Legal Assistant	100.00		\$ 27,000.00
Professional Fees	230.80		\$ 130,201.20

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Description of Disbursements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Amount</u>
Reproduction Color			
08 Jan 2021	Cook, Alexander N.	Reproduction Color	5.40
08 Jan 2021	Cook, Alexander N.	Reproduction Color	4.50
08 Jan 2021	Cook, Alexander N.	Reproduction Color	5.40
08 Jan 2021	Cook, Alexander N.	Reproduction Color	5.10
08 Jan 2021	Cook, Alexander N.	Reproduction Color	4.20
08 Jan 2021	Cook, Alexander N.	Reproduction Color	0.90
08 Jan 2021	Cook, Alexander N.	Reproduction Color	25.80
08 Jan 2021	Cook, Alexander N.	Reproduction Color	2.10
08 Jan 2021	Cook, Alexander N.	Reproduction Color	17.70
08 Jan 2021	Cook, Alexander N.	Reproduction Color	10.80
08 Jan 2021	Cook, Alexander N.	Reproduction Color	17.40
08 Jan 2021	Cook, Alexander N.	Reproduction Color	21.30
08 Jan 2021	Cook, Alexander N.	Reproduction Color	8.10
08 Jan 2021	Cook, Alexander N.	Reproduction Color	1.50
08 Jan 2021	Cook, Alexander N.	Reproduction Color	72.60
08 Jan 2021	Cook, Alexander N.	Reproduction Color	1.50
08 Jan 2021	Cook, Alexander N.	Reproduction Color	2.40
08 Jan 2021	Cook, Alexander N.	Reproduction Color	21.30
08 Jan 2021	Cook, Alexander N.	Reproduction Color	3.60
08 Jan 2021	Cook, Alexander N.	Reproduction Color	0.60
08 Jan 2021	Cook, Alexander N.	Reproduction Color	0.90
08 Jan 2021	Cook, Alexander N.	Reproduction Color	30.30
08 Jan 2021	Cook, Alexander N.	Reproduction Color	15.30
08 Jan 2021	Cook, Alexander N.	Reproduction Color	40.80
08 Jan 2021	Cook, Alexander N.	Reproduction Color	8.10
08 Jan 2021	Cook, Alexander N.	Reproduction Color	10.20
08 Jan 2021	Cook, Alexander N.	Reproduction Color	31.80
08 Jan 2021	Cook, Alexander N.	Reproduction Color	22.50
08 Jan 2021	Cook, Alexander N.	Reproduction Color	14.10
08 Jan 2021	Cook, Alexander N.	Reproduction Color	14.70
08 Jan 2021	Cook, Alexander N.	Reproduction Color	12.30
08 Jan 2021	Cook, Alexander N.	Reproduction Color	4.80
15 Jan 2021	Cook, Alexander N.	Reproduction Color	6.30
15 Jan 2021	Cook, Alexander N.	Reproduction Color	3.30
15 Jan 2021	Cook, Alexander N.	Reproduction Color	1.80

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Total Reproduction Color			449.40
Lexis			
15 Jan 2021	Cook, Alexander N.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	198.00
20 Jan 2021	Cook, Alexander N.	Connect and Comm Time - 0:00:00 Searches - 0 Shepards and Autocite - 0 Lexsees and Lexstat - 0	396.00
Total Lexis			594.00
Westlaw			
15 Jan 2021	Roche, Jennifer L.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 11 Lines Printed - 0	610.00
15 Jan 2021	Cook, Alexander N.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 127 Lines Printed - 0	172.00
16 Jan 2021	Cook, Alexander N.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 820 Lines Printed - 0	318.00
19 Jan 2021	Cook, Alexander N.	Connect and Comm Time - 0:00:00 WestChk and Other Trans - 15 Lines Printed - 0	172.00
Total Westlaw			1,272.00
Messenger/Delivery			
08 Jan 2021	Bienenstock, Martin J.	Vendor: Federal Express Invoice#: 724665409 Date: 1/15/2021 - - Jeffrey Levitan 8 MANOR POND LN IRVINGTON NY, Tracking #: 782405279295, Shipped on 010821, Invoice #: 724665409	36.26
Total Messenger/Delivery			36.26

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Disbursement Summary

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	1,866.00
Copying & Printing	449.40
Delivery Services	<u>36.26</u>
Total Disbursements	\$ 2,351.66

Total Billed

\$ 132,552.86
